



R04-14-C-017

FY14 ARC Proposal
Electronic submission

OFFICE OF THE CITY MANAGER

January 22, 2014

Mr. Don West
Environmental Management Support, Inc.
8601 Georgia Avenue, Suite 500
Silver Springs, Maryland 20910

RE: EPA Hazardous Brownfield Cleanup Application
Former Rock Hill Bleachery, Central Parcel
Rock Hill, South Carolina

Dear Mr. West:

On behalf of the City of Rock Hill, I am pleased to submit the enclosed brownfield cleanup application for the Power Plant Parcel of the former Rock Hill Bleachery. The former Bleachery holds tremendous potential for redevelopment within its historic buildings. Its location adjacent to both Rock Hill's downtown and Winthrop College (South Carolina's state teaching college) makes the area prime for reuse. A significant amount of time and resources have been culled to generate an ambitious, yet achievable, redevelopment plan for the area. Coined "Knowledge Park at Old Town," an extensive vision has been prepared for this area of Rock Hill that desperately needs revitalization. The Knowledge Park Vision is to "be the dynamic center of Rock Hill's 1st century economy. Designed to serve knowledge economy businesses and jobs, it is technologically advanced, yet rooted in the city's rich history. Supported by a diverse community of learners, it offers an appealing urban lifestyle built upon a model of economic and environmental sustainability." The planned redevelopment for the Central Parcel is a key component of the larger project that will benefit all of Rock Hill.

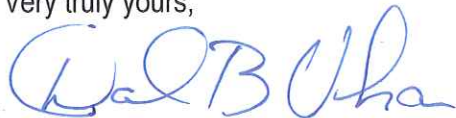
The City began efforts to secure the property and initiate the long journey towards redevelopment in 2010. Following a June 2010 Phase I Environmental Site Assessment (ESA) performed in accordance with ASTM E1527-05 and All Appropriate Inquiries (AAI) requirements, the City entered into a Non-responsible Party (NRP) Voluntary Cleanup Contract (VCC 10-5578-NRP) with the South Carolina Department of Health and Environmental Control (SCDHEC) through its Brownfields/Voluntary Cleanup Program (BF/VCP) to limit its liability for existing contamination. Sharing the community's concern about the hazards at the site, the City took title in March 2011. A Phase II ESA was subsequently completed at the site. The Phase II revealed that PAHs, PCBs, and petroleum hydrocarbons were observed at concentrations above the laboratory reporting limits in one or more of the soil samples collected on the subject parcel. This grant is needed to address the environmental contamination found at the property so that the proposed redevelopment can occur.

CITY OF ROCK HILL
P.O. BOX 11705, ROCK HILL, SC 29731-1705
PHONE 803-329-7010 • FAX 803-329-7001

- a. **Applicant Identification:** City of Rock Hill
PO Box 11706
Rock Hill, South Carolina 29731
- b. **DUNS #:** 052378346
- c. **Funding Requested:**
i): **Grant Type:** Clean-up
ii): **Federal Funds Requested:** \$200,000
iii): **Contamination:** Hazardous Substances
- d. **Location:** York County, South Carolina
- e. **Name & Address:** Central Parcel, Former Rock Hill Printing and Finishing Plant (Rock Hill Bleachery),
420 White Street, Rock Hill, South Carolina
- f. **Contacts:**
- | | |
|---|---|
| i) <u>Project Director:</u>
Mary DiFabio Foote
Textile Corridor and Old Redevelopment Supervisor
PO Box 11706
Rock Hill, SC 29731
Phone: 803-326-3817
Fax: 803-329-7007
Email: mfoote@cityofrockhill.com | ii) <u>Highest Ranking Official:</u>
Mr. David Vebaun
City Manager
PO Box 11706
Rock Hill, SC 29731
Phone: 803-329-7017
Fax: 803-329-7007
Email: dvehaun@cityofrockhill.com |
|---|---|
- g. **Date Submitted:** January 22, 2014
- h. **Project Period:** October 1, 2014 – September 30, 2017
- i. **Population:** 66,264
(American Community Survey 2013 5-year data estimates)
- j. **Special Considerations Checklist is attached.**

Thank you for your time and consideration. If you should have any questions, please do not hesitate to contact me at (803) 329-7017.

Very truly yours,



David B. Vebaun
City Manager

FY14 Hazardous Funding Cleanup Proposal
Former Rock Hill Bleachery Project | Central Parcel | Rock
Hill | South Carolina

1. COMMUNITY NEED

a. Targeted Community and Brownfields

i. Targeted Community

The City of Rock Hill, located in the northern Piedmont area of South Carolina, was once home to a bustling textile industry. Rock Hill grew to economic vitality in the early 1900's due to a combination of easy access to raw materials (cotton), cheap labor (former farmers seeking better wages during post-Civil War Reconstruction), and the presence of the railroad. One of the more prominent industries in Rock Hill was part of the textile empire owned by M. Lowenstein & Sons Corporation. In 1929, M. Lowenstein completed the Rock Hill Printing and Finishing Plant (better known as the Bleachery) and began operations. By the early 1960s, it grew from a plant with 200,000 square feet to one with more than 2 million square feet, which bleached, dyed, and finished both cotton and synthetic fabrics.¹ At its prime of operations in 1965, the Bleachery (one of the largest finishing plants in the country) employed nearly 5,000 of Rock Hill's citizens, fueling the town and supporting the local economy. Largely due to the success of the Bleachery, Rock Hill had the highest per capita income of any city in South Carolina in 1950 and 1960. It operated for nearly seven decades, providing steady and well-paying jobs to three generations of Rock Hill residents. Unfortunately in 1998, the Bleachery was forced to close when foreign competition made it impossible to continue operations. The closure caused an economic ripple throughout the small town that is still felt today.

Following the plant's closure, the site was left to deteriorate and crumble, becoming a prime location for vandals and vagrants to congregate. Evidence of trespassing (graffiti, spray paint cans, broken windows) over the years culminated in two devastating fires that occurred in 2007 and 2009. The 2009 fire burned for several days, and smoke from this massive inferno was seen several counties away. Thankfully, there were no physical injuries associated with the fire; however, the emotional toll was felt by numerous former employees of the mill, who gathered on the outskirts of the property to watch their former economic lifeblood go up in smoke. One such employee, the last general manager of the Bleachery, was quoted at the time: "The Bleachery was finally dead. And a lot of history, so many people who made a living in there, went up in that smoke into the sky." Another gentleman, who worked at the Bleachery as a kid, was quoted as saying "A sad punctuation to the end of textiles. Thousands of people made a living there. The Bleachery was the heart of Rock Hill downtown."

ii. Demographic Information

Once home to a blue-collar, middle-class neighborhood, Census Tract 605.01 (which encompasses the mill neighborhood surrounding the former mill) now shows signs of distress. As shown in the following table of data from the 2012 American Community Survey five-year estimates (ACS), the median household income is less than half that of the City of Rock Hill as a whole. Nearly half (48.5%) of the families with children are living in poverty. A disproportionate number of minority children are living in the tract, and 70.4% of the population is Black or African-American as opposed to 39.2% in the City of Rock Hill.

¹ Mock, Gary N. (2010). *Rock Hill Printing and Finishing, Rock Hill, SC*. Retrieved December 29, 2013 from <http://www.textilehistory.org/RockHillPrintandFinish.html>

FY14 Hazardous Funding Cleanup Proposal
Former Rock Hill Bleachery Project | Central Parcel | Rock
Hill | South Carolina

Pertinent Demographics

	Bleachery Neighborhood (Census Tract 605.01)	City of Rock Hill	State of South Carolina	United States
Population	3,151	66,264	4,630,351	309,138,711
% Minority (All)	71.8	44.8	32.9	25.8
% Minority (Black or African American)	70.4	39.2	27.9	12.6
% Women of Child Bearing Age	51.6	46.8	38.9	39.9
% Elderly	10.3	10.3	13.8	13.2
% Children	33.0	29.0	23.3	26.9
Per Capita Income	\$11,140	\$21,954	\$23,906	\$28,051
Median Household Income	\$20,439	\$41,056	\$44,623	\$53,046
Unemployment Rate				
% Families with Children living in Poverty	48.5	26.5	24.5	17.2
% Poverty	26.7	18.5	17.6	14.9
Median Home Value	\$83,000	\$134,000	\$137,400	\$181,400
% Vacant Housing Unit	14.8	10.7	17.2	12.5
% Renter Occupied Homes	67.6	47.1	30.5	34.5
% Owner Occupied Homes	32.4	52.9	69.5	65.5
% High School Graduate	44.5	27.0	30.3	28.2
% College (Bachelor) Graduate	6.2	18.1	15.8	17.9

Source: US Census Bureau, 2012 5-year ACS Survey Estimates, www.census.gov, accessed November 2013.

iii. Brownfields

In order to address the blight, environmental, safety, and other issues with the site, the City took ownership of the property in March 2011. Following the property transfer, the City subdivided the mill property into three separate parcels in order to help facilitate the environmental assessment, cleanup, and redevelopment of the site. The subject parcel of this proposal once housed the mill's main dyeing and bleaching facility, with various rooms allocated for each part of the process, including a metal wash room, a chrome plating room, a dye mixing room, and a print roller room. During demolition of the structure, several elevator shafts were discovered. The vacant vaults were filled with sand and gravel that were found to be contaminated during the environmental assessment. All told, approximately 749 cubic yards of soils on this 6.7 acre parcel are contaminated with various volatile organic carbons and metals.

The former Bleachery is located in what is called the 'Textile Corridor' of Rock Hill. The Corridor contains the largest concentration of undeveloped brownfields in the City and has presented a unique set of planning and redevelopment challenges. Geographically, the Textile Corridor represents only a small fraction (approximately 15%) of the Rock Hill's historic downtown area; however, an inventory completed in 2007 under the Catawba Regional Council of Governments' EPA Assessment grant indicated that approximately 60% of the Brownfields in the area are located within the Textile Corridor. Of the 79 brownfields sites inventoried in 2007, 47 are located in or adjacent to the Textile Corridor area. The disproportionate number of Brownfields located in the corridor places all of the residents of this community at a greater level of risk of exposure to hazardous substances in the environment.

iv. Cumulative Environmental Issues

In addition to the environmental issues directly created by the brownfields, the area faces the challenges created by a large railroad line running through the community. The railroad brings with it a unique set of

FY14 Hazardous Funding Cleanup Proposal
Former Rock Hill Bleachery Project | Central Parcel | Rock
Hill | South Carolina

challenges including the potential for increased air pollution, noise pollution, and increased traffic and congestion during peak hours of operation. EPA's EnviroFacts website lists 15 facilities in the Rock Hill area with documented toxic releases, one major and 33 minor industries that produce or release air emissions and five large quantity generators of hazardous waste.

b. Impacts on Targeted Community

The final fire of 2009 fire took an emotional toll on those already reeling from the loss of jobs and income – even more so for those living in the mill neighborhood immediately adjacent to the mill. Thirty homes share a property boundary with the former mill - twenty-four of which have backyards that abut the railroad tracks followed by the mill property and six whose front yards directly face the mill across the street. Imagine the despair of looking out your front window to see the burned carcass of economic prosperity, or perhaps the concern for your children who play near the ashes and crumbling buildings behind their backyard. The 33% of the population in the tract who are children are particularly sensitive to the types of contamination documented to exist at the former Bleachery. Children living in the area have an elevated risk of leukemia should they be exposed to the benzene documented in soils on this parcel of property. Further exacerbating concern is the high percent of women of child-bearing age (51.6%) who live adjacent to the mill, and whom are at risk for birth defects, premature births, and miscarriages should they be exposed to the site's contamination.

The subject Central Parcel of the former Bleachery contributes to adverse impacts to the community through potential exposure pathways, property values, and emotional distress. Polychlorinated biphenyls (PCBs), polycyclic aromatic hydrocarbons (PAHs), Heavy metals, and semi-volatile organic compounds are documented to exist in excess of regulatory threshold screening values in site soils from nearly 70 years of the property's use as a textile mill. There is an elevated risk of exposure to these contaminants via the dermal, inhalation, and ingestion pathways for the children and other trespassers as well as residents living immediately adjacent to the former mill. The burned remnants of the former mill have caused a significant impact on the adjoining commercial and residential property values. Redevelopment and revitalization of the area for much needed jobs and mixed use commercial/retail space is being hindered by the presence and environmental status of the property, and residents fear their neighborhood will not achieve meaningful revitalization because of its status. As previously discussed, the emotional impacts felt by those living in the surrounding neighborhood are perhaps the most severe – yet the most difficult to quantify. The constant eyesore of the former mill on the immediate landscape is depressing to those who see it every day from their front porch, resulting in no sense of pride in home ownership, overgrown yards, and homes in various states of disrepair.

c. Financial Need

i. Economic Conditions:

The environmental cleanup required to prepare the former Bleachery for productive reuse is substantial. A significant amount of funds have already been expended, and there are little monies left to complete the required cleanup. . The economic recession felt across the country has played out on a local level as well. As monies became scarce, more and more businesses and industries were forced to close. Properties that were already problematic due to a legacy of environmental concerns only exacerbated the situation in Rock Hill where developers shied away from investments that could come with a hefty environmental restoration price tag. The site is located within a Tax Increment Finance (TIF) district; however the current TIF revenue is not enough to cover the projected brownfield expenses on the property, including site cleanup,

FY14 Hazardous Funding Cleanup Proposal
Former Rock Hill Bleachery Project | Central Parcel | Rock
Hill | South Carolina

loan payments and other obligations. The City does not expect to realize enough TIF revenue to fulfill these obligations for another three to five years.

ii. Economic Effects of Brownfields:

The closing of the Bleachery coupled with the vandalism and subsequent burning of the property caused the immediate mill village surrounding the former Bleachery to significantly decline. Small single-family homes that were once the pride of gainfully employed mill workers have deteriorated and become significantly run-down. Many of them have turned to rental properties with ACS data showing 67.6% of homes in Census Block 605.01 are rentals versus 47.1% in all of Rock Hill. Further, the median value of homes in the 605.01 Block is a mere \$83,600, while the median home value of all of Rock Hill is more than \$50K greater at \$134,000. As previously mentioned, the rates of poverty are significantly higher and incomes significantly lower, when compared the city, state, and country data. In short, as the demographics clearly indicate, the Bleachery and other brownfields have clearly impacted the neighborhood.

2. PROJECT DESCRIPTION AND FEASIBILITY OF SUCCESS

a. Project Description

i. Project Details:

The former Rock Hill Bleachery Central Parcel is currently vacant, idle, and stands as a sign of underutilized blight. The City began efforts to secure the property and initiate the long journey towards redevelopment in 2010. Following a June 2010 Phase I Environmental Site Assessment (ESA) performed in accordance with ASTM E1527-05 and All Appropriate Inquiries (AAI) requirements, the City entered into a Non-responsible Party Voluntary Cleanup Contract (VCC) with the South Carolina Department of Health and Environmental Control (SCDHEC) through its Brownfields/Voluntary Cleanup Program (BF/VCP) to limit its liability for existing contamination. Sharing the community's concern about the hazards at the site, the City took title in March 2011. In accordance with the terms and conditions of the VCC with SCDHEC, the City expended nearly \$5 million to demolish several site structures and razed a large portion of the property. The former dyeing and finishing facility structure was removed from the Central Parcel that is the subject of this proposal. There are no remaining structures on this parcel.

A Phase II ESA was subsequently completed at the site. The Phase II revealed that PAHs, PCBs, and petroleum hydrocarbons were observed at concentrations above the laboratory reporting limits in one or more of the soil samples collected on the subject parcel. More specifically, PCB-1254, anthracene, benzo(a)anthracene, benzo(a)pyrene, benzo(b)fluoranthene, chrysene, fluoranthene, indeno(1,2,3-cd)pyrene, phenanthrene, ethylbenzene, isopropylbenzene, and methylcyclohexane gasoline were detected in samples collected from the parcel at levels exceeding regulatory threshold values for industrial use.

The former Bleachery holds tremendous potential for redevelopment within its historic buildings. Its location adjacent to both Rock Hill's downtown and Winthrop College (South Carolina's state teaching college) makes the area prime for reuse. A significant amount of time and resources have been culled to generate an ambitious, yet achievable, redevelopment plan for the area. Coined "Knowledge Park at Old Town," an extensive vision has been prepared for this area of Rock Hill that desperately needs revitalization. The Knowledge Park Vision is to "be the dynamic center of Rock Hill's 1st century economy. Designed to serve knowledge economy businesses and jobs, it is technologically advanced, yet rooted in

FY14 Hazardous Funding Cleanup Proposal
Former Rock Hill Bleachery Project | Central Parcel | Rock
Hill | South Carolina

the city's rich history. Supported by a diverse community of learners, it offers an appealing urban lifestyle built upon a model of economic and environmental sustainability." The planned redevelopment for the Central Parcel is a key component of the larger project that will benefit all of Rock Hill. To help achieve this goal, the Rock Hill Economic Development Corporation issued a Request for Qualifications (RFQ) for developers to "help build Rock Hill's dynamic 21st century economy." The RFQ received tremendous interest – ten developers responded to the RFQ, several of which have a national presence. The quality, diversity, and enthusiasm expressed by the responding developers exceeded expectations. The City has selected a developer, who has developed a viable plan for a mixed-used development of the site. However, the environmental problems lingering on the property need to be addressed in order to achieve the vision.

ii. Project Management Approach:

To help facilitate cleanup of the property, an Analysis of Brownfields Cleanup Alternative (ABCA) was prepared as part of an EPA-funded Targeted Brownfields Assessment in April 2013. The ABCA was prepared for the entire bleachery complex as a whole using Phase II environmental data along with financial estimates from an environmental remediation contractor. In order to prepare cost estimates for the Central Parcel alone, relevant portions of ABCA were pulled for the areas of contamination located on this specific parcel. Additionally, the ABCA was prepared using industrial versus residential thresholds as the cleanup criteria. Because the future development of the property calls for mixed-use residential, commercial, and park spaces, the City will employ the more stringent cleanup standard, going further than what the ABCA recommended in terms of cleanup goals. Further, it must be understood that the City of Rock Hill is well aware that the full environmental cleanup of the Central Parcel is substantial, and exceeds the \$240,000 (including 20% match) funding limit. However, in order to make the contracted redevelopment economically viable for the developer, we must address as much of the environmental problems as possible. Therefore, we are proposing to address discrete areas of contamination (outlined below) with these grant funds. Additional cleanup costs for this parcel that exceed the funding limit will be paid for by the developer or through some other sort of City revenue. Therefore, based on calculations documented in the ABCA, approximately 1,800 yd³ of soil are proposed to be removed and disposed from at the 6.7-acre Central Parcel site. This accounts for several discrete areas of concern (as described in the ABCA) associated with the former chrome plating area at locations within sampling grids 10 and 13. All contaminated soil and will be disposed of at an appropriately permitted Subtitle D Landfill. The ABCA anticipates the need for approximately 1,800 cubic yards of fill material for the excavated areas. Following confirmation sampling, institutional controls are anticipated as part of the site cleanup. Residential cleanup standards are being applied to the site. Groundwater sampling during the Phase II revealed several exceedances of EPA Maximum Contaminant Levels for Drinking Water; therefore, a groundwater use restriction prohibiting the use of water for drinking purposes is anticipated.

b. Task Description and Budget Table:

The City plans to complete the following specific tasks with the proposed budget:

Task 1 – Community Outreach: We have budgeted \$7,400 of the requested funding for contractual expenses related to community outreach, education, and involvement activities. The selected consultant will present at regular community meetings with the various neighborhood associations and groups. The consultant will assist the City with issuing public notices and newspaper articles to keep the local community informed of environmental cleanup activities and results. Part of the community outreach work

FY14 Hazardous Funding Cleanup Proposal
Former Rock Hill Bleachery Project | Central Parcel | Rock
Hill | South Carolina

will include the creation of a Brownfields Task Force, the foundation of which will be representatives from the immediately influenced neighborhoods as well as members of the Knowledge Park Leadership Group. The Leadership Group is comprised of a variety of business and community leaders as well as public participants. This group provides an excellent platform for the brownfields discussions to occur. Community groups expected to participate in the Task Force are detailed in Section 3.c of this proposal. Additional members of the Brownfields Task Force will include representatives from SCDHEC and EPA.

Based on costs incurred during implementation previous EPA brownfield grants and other similar projects, community involvement activities planned for this project are outlined below:

- Public Involvement Plan – that will outline outreach activities over the life of the grant (\$2,150)
- Brownfields Task Force meetings –facilitate 6 – 8 meetings to solicit community input and disseminate project activities and environmental cleanup results (\$3,200)
- Preparation, Printing, and Distribution of Project Brochure and Fact Sheet (\$1,300)
- Public Notices and Comment Periods (\$750)

In addition to the contractual costs outlined above, the City is requesting funds for travel (\$3,000) and supply expenses (\$1,500) under this grant application. Travel funds will allow City staff to attend regional and national EPA Brownfield conferences as well as other relevant workshops and training associated with sustainable redevelopment of brownfield properties. Supply funds will allow the City to purchase supplies needed to support community outreach, such as printing brochures, conceptual renderings, and maps.

Task 2 – Cleanup Planning: Cleanup planning will include finalizing the ABCA document, preparing the Quality Assurance Project Plan(s) for confirmation soil sampling, and receiving the necessary regulatory approvals. Cleanup planning costs are anticipated to be \$8,100and include the following:

- Finalization of ABCA document, including incorporation of comments from public notice and regulatory review (\$1,600).
- Preparation of a Quality Assurance Project Plan, Confirmation Sampling Plan, and Health and Safety Plan (\$4,500).
- Development of bid documents for site cleanup activities, evaluation of bids, and selection of contractor (\$2,000).

Task 3 –Site Cleanup: We will use the majority of the grant funds for the actual site cleanup activities. Based on the Phase II ESAs of the property and the findings from the draft ABCA, we plan the following remedial activities for a total cost of \$220,000:

- Removal and subsequent backfilling of the excavation area with proper compaction and restoration of 1,800 yd³ of contaminated soils from several discrete areas associated with the former chrome plating shop and elevator vaults and subsequent backfilling of the excavation area with proper compaction and restoration. The cost of this task is estimated to be \$72,000.
- Transport and proper disposal of 1,800 yd³ of contaminated soils. The cost of this task is estimated to be \$135,000.
- Collect and analyze 15 samples for waste characterization and confirmation sampling. The waste characterization samples will be analyzed for the Toxic Characteristic Leaching

FY14 Hazardous Funding Cleanup Proposal
Former Rock Hill Bleachery Project | Central Parcel | Rock
Hill | South Carolina

Procedure for RCRA metals, SVOCs, and VOCs. The confirmation samples will be analyzed for total TAL metals, SVOCs, and VOCs. (\$13,000).

- In summary, the total cost of project activities is estimated to be \$220,000. Therefore, we will provide the **cost share of \$40,000** to the EPA's \$200,000 in grant funds through cash payments and in-kind personnel time to administer the grant; i.e. leveraged work.

Rock Hill Bleachery Central Parcel Cleanup Proposed Budget

Budget Categories (programmatic costs only)	Project Tasks			
	Task 1 Community Outreach	Task 2 Cleanup Planning	Task 3 Site Cleanup Activities	Total
Personnel				
Fringe Benefits				
Travel	\$3,000			\$3,000
Equipment				
Supplies	\$1,500			\$1,500
Contractual	\$7,400	\$8,100	\$220,000	\$235,500
Other (specify)				
Total	\$11,900	\$8,100	\$220,000	\$240,000
EPA Share	\$1,900	\$0	\$198,100	\$200,000
City Share	\$10,000	\$8,100	\$21,900	\$40,000

- c. **Ability to Leverage:** The City of Rock Hill remains committed to the redevelopment of this property and seeing the Knowledge Park become a reality. A significant amount of public and private funds/resources have already been leveraged to support the cleanup of the Bleachery property and surrounding Textile Corridor area. The following list is a brief summary of the leveraged resources that have been committed to the project, or that are reasonably anticipated to be committed during the EPA assistance performance period (letters documenting these leveraged funds are attached):

- **Bleachery Acquisition and Demolition:** The City of Rock Hill has expended \$900,000 to acquire the property, and \$5M to demolish several of the buildings on the 24-acre site. Funds for this work came via the successfully negotiated Brownfields Loan through SC DHEC's Revolving Loan Fund. Monies to repay the loan have been committed through Tax Increment Finance funds, which are expected to materialize during the proposed project period.

- **White Street Infrastructure Improvements:** York County has committed \$5.9M funding to improve and repave White Street through its "Pennies for Progress" program. The funding commitment has been secured via a County-approved purchase order. White Street provides access to the site, and improvement to the street will improve accessibility to the site and help to make the property more attractive to prospective developers.

- **City of Rock Hill and Rock Hill Economic Development Corporation Staff:** The City of Rock Hill currently has two staff positions primarily dedicated to redevelopment of the Textile Corridor area. These staff positions will ensure community involvement in the area-wide planning process. Additionally, the City's Neighborhood Empowerment Division has agreed to assist in the community involvement portion of the planning process. This division has vast and diverse experience in facilitating community input and involvement.

FY14 Hazardous Funding Cleanup Proposal

Former Rock Hill Bleachery Project | Central Parcel | Rock Hill | South Carolina

In addition to the funds that have been directly leveraged to support this project, below is a summary of major investments that have already occurred or are planned to take place in the corridor immediately surrounding the Bleachery:

- **Rock Hill Cotton Factory Redevelopment:** The vacant, dilapidated structure was restored to its original splendor in 2008 and brought approximately \$12M in private investment and over 320 jobs to the area. The project provides a real-world example of the type of development that could be attracted to the Bleachery.
- **Winthrop University Westward Expansion:** Winthrop University has begun the implementation of its westward campus growth plans with the construction of the DiGiorgio Student Center, Lois Rhyme West Center, and the Courtyard Apartments. An estimated \$85M in new campus facilities are finished or underway in the Textile Corridor and have brought the area's first certified Green Building.
- **Family Trust Federal Credit Union Central Headquarters:** One of the Credit Union's office locations is located within the Textile Corridor, and in fact, the original credit union was founded in the basement of the Rock Hill Printing and Finishing Company. The credit union plans to construct its future central headquarters in the area with the start of construction slated for mid-2014. This would represent an investment of \$7.5M, and is expected to create 60-65 jobs in the area.

3. COMMUNITY ENGAGEMENT AND PARTNERSHIPS

a. Community Involvement:

The City of Rock Hill retained a consulting team in April 2003 to work with the community at large, property owners, key stakeholders and others, to develop a plan for the Textile Corridor area and to create a strategy that is feasible to implement, and attains goals and objectives including economic and fiscal benefits, historic preservation and interpretation, and an increase in downtown residents. The team conducted approximately 100 individual stakeholder interviews, a public planning charrette and input forum, focus groups and workshops, and other aspects of a comprehensive community outreach process.

The original planning process solicited the input of over 100 stakeholders; however, the ongoing changes to the local, state and national economic conditions have resulted in the need to make changes to many of the visions originally outlined in the plan. Working with members of the community and property and business owners in the area, a less aggressive, more realistic plan for introducing phased redevelopment in the corridor has been adopted. This plan has seen several successes with the redevelopment of the Cotton Factory and the Rock Hill Body Company, Winthrop University's Westward Expansion, and the Family Trust Headquarters project. It is the goal of this project to build on this momentum and tackle the largest, and arguably most important, property in the corridor.

Providing updates on the progress of the project is essential to the success of maintaining the project's community-driven focus. The project team will utilize the Brownfields Task Force as a primary method to both disseminate and gather information. Task force meetings will at a minimum occur quarterly. The City of Rock Hill will also disseminate information and gather input from the neighborhood groups, residents, businesses, and property owners included in the Textile Corridor Area. The proposed community involvement plan will utilize the City's Neighborhood Empowerment division to ensure that the resident's input is incorporated into the planning efforts. Since no formal neighborhood association exists at this time in the area, community meetings, newsletters and canvassing will be organized to ensure that community involvement opportunities are increased.

FY14 Hazardous Funding Cleanup Proposal
Former Rock Hill Bleachery Project | Central Parcel | Rock
Hill | South Carolina

Specific community involvement activities anticipated for this project include the following:

1. All project activities will be featured and updated quarterly in the Old Town Newsletter that is published monthly and distributed Citywide.
2. In 2011, in partnership with The Hive, a local workforce development program, the City launched a website dedicated to providing the community and stakeholders with regular updates on the Bleachery property. The site, rockhillbleachery.com, is updated regularly and will be utilized to provide updates, and solicit input, regarding the Bleachery cleanup project
3. While language barriers have not previously, been a challenge, the City has a long-standing partnership with the International Center of York County to assist with any translation or interpretation needs that may arise during community involvement activities.
4. The local media outlets will be utilized to provide progress updates to the community. Both the local newspaper, *The Herald* (a McClatchy subsidiary), and the local TV station, CN2 News, have a longstanding history of covering City related news and updates. The grant's project manager will work closely with the City's Communications Specialist to coordinate timely press releases, press conferences, and other media involvement strategies.
5. The City of Rock Hill will post updates on their website and on the City Cable Channel, Channel 19.
6. The City of Rock Hill has established a Twitter account and a Facebook account to provide real time updates and information to the Rock Hill community. To date, there are 2,541 Twitter followers and 14,722 Facebook Likes. These social media tools will be utilized to provide updates to the community regarding the plans and activities related to the cleanup of the Bleachery.
7. Utilizing the City's Geographic Information System (GIS) a comprehensive list of all property owners, residents and rental properties in the Textile Corridor area will be developed, and used to send written updates on grant related activities taking place in the community.
8. An information repository for all project-related documents will also be housed in the City's offices.

In addition to direct communication with residents of the affected community, the City will communicate with and solicit input from stakeholders and other community groups working in and around the Textile Corridor area on decisions regarding the cleanup of the site. For example, a public notice was printed in the local newspaper, *The Herald*, the *Fort Mill Times*, the *Lake Wylie Pilot*, and the *Enquirer Herald* on January 8, 2014, announcing the City's intention to submit this EPA Brownfield Cleanup Application and the availability of the draft ABCA application. The notice invited all community members to attend a public meeting on January 14, 2014, at the Location. At the January 14th meeting, individuals associated with the cleanup were present and the proposed cleanup method discussed. A list of questions/comments and the responses are included with the Threshold Criteria. They were again asked to review the ABCA and application, and to again provide input and comments. Attendees were reminded how to become and stay involved in the project. The public notice (along with the meeting sign-in sheet) is included with the Threshold Criteria.

As noted, given the demographics of the area, and a very low Hispanic population, it is not anticipated that a Spanish speaker will be needed at public meetings. However, we will provide a translator should the need arise. Assistance will also be made available to those persons with physical disabilities who would

FY14 Hazardous Funding Cleanup Proposal
Former Rock Hill Bleachery Project | Central Parcel | Rock
Hill | South Carolina

otherwise be prohibited by their disabilities from participating in project-related meetings (such as holding meetings at locations that are handicap accessible).

During the actual environmental cleanup, nearby and sensitive populations throughout the community (such as those living immediately adjacent to the mill) will be protected from contaminants utilizing standard safety features. Sign, barricades, and/or fencing will be utilized to limit site access during cleanup activities. Silt fencing will be installed as appropriate to control sediments in stormwater runoff. Dust control measures, such as watering of soils as they are disturbed, will be employed to prevent airborne exposures. Other physical controls shall also include erosion control, storm water control, plastic lined containers and covers to manage the waste and prevent release of the waste material into the surrounding environment. When cleanup activities are initiated the public will be notified via local media outlets, and the residents that could be directly impacted by the cleanup activities will be notified with direct-mail flyers and door-to-door canvassing to ensure that they understand the ongoing cleanup activities and how they can protect themselves from any incidental exposure.

b. Partnerships with Government Agencies:

The City and the state environmental agency, SC DHEC, have engaged in a strong long-term working relationship through the State Voluntary Cleanup Program. Mr. Jerry Stamps, SCDHEC Project Manager, has visited the Textile Corridor neighborhoods and the Bleachery site on numerous occasions throughout the development of the Voluntary Cleanup Contract (VCC) for which he provided oversight, the EPA-funded Targeted Brownfield Assessment work, the negotiation of the Revolving Loan Fund Agreement, and the assessment work completed as part of the EPA-funded assessment grant. SCDHEC will continue to provide oversight of cleanup activities to ensure the applicable standards are met to be protective of human health and the environment as established under the VCC. A letter of support is included with the Threshold Criteria.

The Regional health department will be asked to assist Rock Hill in answering questions regarding the health effects of hazardous materials in the environment related to the work performed at the properties. The Region 3 Health Department will be asked to provide a professional staff member to serve on the proposed Brownfields Task Force and serve as a resource concerning the impacts of hazardous substances and the importance of their remediation for the community.

c. Partnerships with Community Organization:

Community-based organizations are essential to the neighborhood's brownfields redevelopment strategy. Summaries of the key organizations are provided in the following table, and letters of support are included as attachments.

Organization	Purpose of Organization	Description of Support
Family Trust Credit Union	To meet the needs of this growing and prosperous county.	\$7.5 M in redevelopment activities; Participation in community outreach and clean-up planning
Williams and Fudge	To assist colleges and universities in achieving and maintaining low default rates for all campus based federal and private loan programs.	Assist in the renewal of the Textile corridor through insight and experience

FY14 Hazardous Funding Cleanup Proposal
Former Rock Hill Bleachery Project | Central Parcel | Rock
Hill | South Carolina

Sora Development	To find creative finance and development strategies and work closely with all relevant stakeholders to create vibrant, walkable, and sustainable communities.	Lead efforts in the real estate needs of the area
Winthrop University	To prepare students to be leaders in their chosen professions and in their communities.	Lead efforts in the attraction of private investment and capital; Participation in community outreach and clean-up planning through involvement on Brownfields task force; Aid in dissemination of information
Rock Hill Economic Development Corporation	To benefit the City economically by fostering increased employment opportunities and by expansion of business and industry, thereby lessening the burdens of government and combating community deterioration.	
Knowledge Park Leadership Group	To support the development and formation of technology companies in Rock Hill, South Carolina.	

4. PROJECT BENEFITS

a. Health and/or Welfare and Environment:

The former Bleachery site was once the main economic driver for Rock Hill, and as previously discussed, helped the City enjoy an economic boom in the mid-1900's. More importantly, the Bleachery, with its unique 1930's architecture, was a proud symbol of the community's prosperity and success. In typical mill-town fashion, the neighborhood that sprung up around the Bleachery was once a vibrant and thriving community filled with small homes, where mill workers lived, socialized, and raised their families. Seeing what little remains of the mill now, vacant, idle, and as remnants of its former self weighs heavily on the hearts of those who remember what that area once was, as well as those who still make their homes there. Environmental assessments completed at the property confirmed that the Bleachery has significant environmental problems. The Central Parcel site has documented free-phase petroleum product present in the subsurface, as well as soil contamination that has not been remediated. The environmental remediation (removal and disposal of harmful contaminated soils) planned with these grant funds will help prepare the site for redevelopment. By addressing the impacted site soils (including those immediately adjacent to an underprivileged neighborhood), the threats to the physical health and welfare of community residents will be immediately reduced. The risks associated with exposure to these contaminants have been quantified. The time has come to mitigate those risks via the physical removal and disposal of these constituents. Furthermore, the potential for contaminant migration through soil, groundwater and surface water will be eliminated as the source areas are removed.

This problematic property has been an eyesore and a hazardous blight in the neighborhood for years. City leaders have worked diligently with the community to determine how best to reinvent and redevelop the site into the economic driver it once was for so many of Rock Hill's citizens in an era long ago. The vision was developed after years of collaborative planning, the renderings prepared, the RFQ released, and the responses reviewed. In September 2013, the development team was selected, announced, and set to work. They are now in the process of reviewing previous studies ranging from market profitability to engineering specifications. One obstacle preventing them from moving forward is the presence of

FY14 Hazardous Funding Cleanup Proposal
Former Rock Hill Bleachery Project | Central Parcel | Rock
Hill | South Carolina

environmental contamination. The cleanup proposed with funds from this grant will allow this long journey to reach a vital junction. The community has long called for a revitalization of their neighborhood, specifically for the Bleachery to be redeveloped into something they can be proud to live near. A place they can work, shop, and allow their children to play without fear of elevated cancer risks.

b. Environmental Benefits from Infrastructure Reuse/Sustainable Reuse:

i. Planning, Policies or Other Tools:

The selected developer is being encouraged to create commercial spaces that will accommodate knowledge economy jobs. The former water treatment plant building is slated to be reused and incorporated into the overall design scheme. The development has been designed to take advantage of the existing reusable square footage as well as the infrastructure already in place. The redevelopment will reuse existing power, water, sewer, and roads. And, whenever possible, the selected developer is being tasked to include sustainable features as the site is reinvented and reimagined, such as LEED principles, greenspace restoration and preservation, landscape designs that work around contamination, natural landscaping, and other green amenities to the maximum extent feasible. The City seeks to implement and encourage sustainable design on all of our projects.

ii. Example of Efforts:

The City's program acknowledges the potential for gentrification as reinvestment occurs and, therefore, has incorporated an affordable housing component into every residential brownfields project it has undertaken to date. This project is no different; any residential development that takes place on this site or in the adjacent redevelopment areas will incorporate an affordable housing component. Additionally, as redevelopment and reinvestment takes place the City's Housing and Neighborhood Services department has resources and programs that will be focused in the target community. The redevelopment plans for the Bleachery also directly supports several of the Livability Principles, as follows: (1) Provide more transportation choices – the infill development of the Bleachery will enable residents of living adjacent to the mill to once again walk or bike to work and shop; (2) Increase economic competitiveness – the redevelopment of the Bleachery will generate jobs and business opportunities; (3) Support existing communities – addressing the brownfields at the heart of our city will strengthen and restore this once vibrant neighborhood as issues are addressed; and (4) Value communities and neighborhoods – we are committed to addressing these environmental issues in our long-standing neighborhoods in order to ensure these communities continue to be desirable and vibrant neighborhoods.

c. Economic and Community Benefits:

i. Economic Benefits

The redevelopment of the Bleachery site is the single greatest opportunity to increase local employment opportunities for the residents of the Textile Corridor and surrounding area of Rock Hill. The Water Treatment plant features 8407 square feet of space and the potential for retail and commercial uses, and the employment opportunities associated with those uses. The remaining vacant areas surrounding the treatment plant could feasibly be used for housing development, open space, public performance/art space, and additional commercial retail space. Conservative estimates indicate the potential for 20 jobs, and 20 residential units though there is the potential for many more depending on the level of interest and success of the initial project. Redevelopment of the area additionally expands the existing tax base, which provides much needed funding for the Textile Corridor Tax Increment Financing district. In partnership with the County and the School District the City established this district nearly a decade ago to provide the funding needed to make the public improvements needed to attract and sustain private investment in the area. The

FY14 Hazardous Funding Cleanup Proposal
Former Rock Hill Bleachery Project | Central Parcel | Rock
Hill | South Carolina

redevelopment of the Bleachery property will expand the tax base, but more importantly the success of this site should increase confidence in the private development community that projects in this area can be successful and will bring additional investment and jobs to adjacent vacant properties.

ii. Job Creation Potential:

There is currently no environmental job training program in the City of Rock Hill or the York County area. During the procurement process, contractors will be strongly encouraged to reach out to the local community to ensure residents are aware of employment opportunities associated with the cleanup project. In addition, the City will encourage prime contractors to employ local subcontractors where feasible and cost efficient.

5. Programmatic Capability and Past Performance

a. Programmatic Capability:

The cleanup activities proposed under this grant will be managed by the Urban Redevelopment staff of the City's Economic and Urban Development department, whose ongoing brownfields redevelopment program has resulted in the successful reuse of at least over a dozen sites, and the attraction of well over \$100M in private or leveraged resources throughout the City's urban core. The Economic and Urban Development department was a partner in the Manchester Village redevelopment project was the winner of the Phoenix Award in 2001. In partnership with the RHEDC and private developers the City assisted with the redevelopment of the Highland Park Mill and Rock Hill Cotton Factory, which received the Honor Award from the South Carolina Department of Archives & History and The Palmetto Trust for Historic Preservation in 2007 and 2008, respectively. The City of Rock Hill's brownfields staff has the experience, knowledge and passion to successfully manage the cleanup and redevelopment of the Bleachery project, and most importantly have the organizational support and capacity to see the project through to completion.

Mary Di Fabio Foote will serve as the Project Supervisor. Ms. Foote has more than 25 years of experience in managing municipal redevelopment projects. In her 7 year tenure with the City of Rock Hill, she has supervised the redevelopment of the Rock Hill Cotton Factory, the Arcade Mill, and the Rock Hill Body Company. She has vast knowledge and experience in coordinating public sector support with private development. She holds an MPA from Baruch College NY, NY and is a National Urban Fellow.

Jennifer Wilford will serve as the Project Manager, responsible for the day-to-day oversight and implementation of the cleanup project. Jennifer has been with the City of Rock Hill since 2002 and has been working directly with brownfields redevelopment projects since early 2005. Ms. Wilford holds a B.A. and M.S. from Winthrop University, Rock Hill, SC. Ms. Wilford is committed to the City of Rock Hill's brownfields program and has extensive experience working with and managing EPA Brownfields funds. She has assisted in the implementation of two EPA assessment grants. Additionally, Ms. Wilford has served as the Project Manager for two EPA Cleanup Grants previously awarded to the City of Rock Hill in 2005 and 2010.

The City will follow procurement guidelines established in 40 CFR 31.36 to hire environmental consultants and/or remediation firm(s) to assist with project activities and complete the site cleanup.

b. Audit Findings

The City has never had any adverse audit findings from an OMB Circular A-133 audit, an audit conducted by a federal, state, tribal, or local government inspector general or similar organization, or U.S. General Accounting Office. The City has never and does not currently comply with "high risk" terms/conditions under agency regulations implementing OMB Circular A-102.

FY14 Hazardous Funding Cleanup Proposal
Former Rock Hill Bleachery Project | Central Parcel | Rock
Hill | South Carolina

c. Past Performance and Accomplishments

Currently or Has Ever Received an EPA Brownfields Grant

1. 2003 Brownfields Assessment Grant award for environmental assessment and redevelopment planning in the Arcade-Westside Area.

- All funds were expended in accordance with the Cooperative Agreement.
- The City complied with the work plan, schedule and terms & conditions negotiated with EPA. Due to property access issues, changes to the original work plan were necessary and the City worked closely with their EPA project manager to negotiate these changes. A one-year extension to the grant was requested and granted. At the time grant periods were 24-months, and the property access issues resulted in the need for additional time to complete the assessment and planning activities. These delays were reported to the EPA on a regular basis. ACRES was not yet a reporting method; however, Property Profile forms were submitted. Quarterly reports, QAMP and QAPPs, MBE/WBE and all other required documents were submitted to EPA in a timely fashion. The City completed tasks in accordance with the timeline located in their work plan and closed out the Cooperative Agreement on September 30, 2006.
- Utilizing these funds, Phase I, Phase II and post-Phase II environmental assessments were completed at the Arcade Textile Mill, Rock Hill Cotton Factory and Rock Hill Body Company. Additionally, redevelopment plans were created for the Arcade Textile Mill and Rock Hill Body company. The assessment data and redevelopment plans were submitted to the EPA via property profile forms. Since the Cooperative Agreement was closed out, all three of the properties have been successfully cleaned up, the Rock Hill Cotton Factory (\$12 Million) and Rock Hill Body Company (\$8 Million) have been redeveloped by private developers and cleanup and redevelopment of the Arcade Mill property is currently underway with \$2 Million in new construction to date.

2. The City was a recipient of a 2005 EPA Brownfields Clean-Up cooperative agreement for \$160,000 for cleanup activities on the Wildcat Creek Tributary located on the Arcade Textile Mill site.

- All funds were expended in accordance with the Cooperative Agreement.
- The City complied with the work plan, schedule and terms & conditions negotiated with EPA. A one-year extension to the grant was requested and granted. At the time grant periods were 24-months and unforeseen wetlands permitting issues resulted in the need for additional time to complete the necessary delineations and negotiate permitting with the Army Corps of Engineers. These delays were reported to the EPA on a regular basis. Quarterly reports, QAMP and QAPPs, MBE/WBE and all other required documents were submitted to EPA in a timely fashion. The City completed tasks in accordance with the timeline located in their work plan and closed out the Cooperative Agreement on September 30, 2008.
- ACRES was not yet a reporting method; however, a Property Profile form was submitted. The area has been cleaned up and maintained to standards that reduce the risk of exposure to harmful contaminants.

3. In 2009, the City of Rock Hill was awarded an EPA Clean-Up Grant to complete the cleanup of the former Arcade Mill.

FY14 Hazardous Funding Cleanup Proposal
Former Rock Hill Bleachery Project | Central Parcel | Rock
Hill | South Carolina

- The City expended all grant funds in accordance with the Cooperative Agreement.
- The City complied with the work plan, schedule and terms & conditions negotiated with EPA. Quarterly reports, QAMP and QAPPs, MBE/WBE and all other required documents were submitted to EPA.
- The City of Rock Hill complied with the work plan, schedule and Terms & Conditions negotiated in the Cooperative Agreement.
- The project was updated in ACRES and expected outcomes/outputs were achieved.
- The grant activities were closed out in Fall 2012 and the final closeout was completed in early 2013.

FY14 Hazardous Funding Cleanup Proposal
Former Rock Hill Bleachery Project | Central Parcel | Rock
Hill | South Carolina

THRESHOLD CRITERIA FOR CLEAN-UP GRANTS

1. APPLICANT ELIGIBILITY

- a. The City of Rock Hill (City) is unit of local government in South Carolina.
- b. The City is the sole owner of the property, having purchased it on March 31, 2011.

2. LETTER FROM STATE OR TRIBAL ENVIRONMENTAL AUTHORITY

Daphne Neel, Chief of the Bureau of Land & Waste Management, South Carolina Department of Health and Environmental Control (SCDHEC) issued a letter acknowledging this grant proposal and their support of the planned cleanup of Area 2 (Central Parcel). The SCDHEC letter is included as an attachment.

3. SITE ELIGIBILITY AND PROPERTY OWNERSHIP ELIGIBILITY

Site Eligibility

a. Basic Site Information

- a) Former Rock Hill Printing and Finishing Company, Central Parcel
- b) 420 White Street, Rock Hill, SC 29730
- c) The City has owned the property since March 31, 2011

b. Status and History of Contamination at the Site

- a) Hazardous substances
- b) Located in the upper Piedmont area of South Carolina, the former Rock Hill Printing and Finishing Company (Site) was originally developed in 1926 with a manufacturing facility owned and operated by the Anderson Motor Car Company. In 1929, the manufacturing facility became a textile mill for the Rock Hill Printing and Finishing textile manufacturing plant. The primary processes at the facility were the bleaching and dyeing of cotton and polyester blend fabrics. The property continued operation as a bleaching and dyeing facility until 1998 when all operations at the facility ceased.
- c) A Phase II Environmental Site Assessment (ESA) was completed at the Site following property acquisition in 2011 and in accordance with the terms and conditions outlined in Non-responsible Party Voluntary Cleanup Contract (VCC) 10-5778-NRP with the South Carolina Department of Health and Environmental Control (SCDHEC). The Phase II revealed that PAHs, PCBs, and petroleum hydrocarbons were observed at concentrations above the laboratory reporting limits in one or more of the soil samples collected on the subject parcel. More specifically, PCB-1254, anthracene, benzo(a)anthracene, benzo(a)pyrene, benzo(b)fluoranthene, chrysene, fluoranthene, indeno(1,2,3-cd)pyrene, phenanthrene, ethylbenzene, isopropylbenzene, and methylcyclohexane gasoline were detected in samples collected from former elevator vaults and former transformer areas at levels exceeding regulatory threshold values for industrial use.
- d) The property became contaminated from nearly 70 years of operation as a textile mill including poor disposal practices. Soil contamination on the Central Parcel of the Site appears to be concentrated in several distinct areas associated with the former elevator shafts and the chrome plating building.

c. Sites Ineligible for Funding

- a) This property is NOT listed or proposed for listing on the National Priorities List.
- b) This property is NOT subject to unilateral administrative orders, court orders, administrative orders on consent, or judicial consent decrees issued to or entered into by parties under CERCLA.

FY14 Hazardous Funding Cleanup Proposal
Former Rock Hill Bleachery Project | Central Parcel | Rock
Hill | South Carolina

c) This property is NOT subject to the jurisdiction, custody, or control of the United States government.

d. **Sites Requiring a Property-Specific Determination**

This property does NOT require a property-specific determination.

e. **Environmental Assessment Required for Cleanup Proposals**

A Phase I ESA was performed in conformance with Standard Practice E1527-05 for Environmental Site Assessments by the American Society for Testing and Materials (ASTM), 2005 and in accordance with EPA's All Appropriate Inquiry. The Phase I ESA was performed by Irminger Consulting, Inc., (IC) with a report being issued on June 24, 2011. Tetra Tech completed a Phase II ESA as part of a Targeted Brownfield Assessment (TBA) funded by EPA Region 4 and issued a report in February 2013. Prior to completing field activities associated with the Phase II ESA, GEL Geophysics (on behalf of Tetra Tech) performed a geophysical survey in October 2012 at the Rock Hill Bleachery in order to aid in characterizing the subsurface at the site.

Property Ownership Eligibility

f. **CERCLA §107 Liability**

The City of Rock Hill (City) is NOT potentially liable for contamination at the site under CERCLA §107. The City acquired the facility on March 31, 2011, after performing a Phase I ESA and entering into a Non-Responsible Party Voluntary Cleanup Contract agreement with the SCDHEC (10-5578-NRP) on July 27, 2010. As a part of entering into the VCC with SCDHEC, the City certifies that it and its members are Non-responsible Parties at the Site and are eligible to be a Bona Fide Prospective Purchaser for the Property. The Phase II ESA was performed under the direction of EPA Region 4 and SCDHEC and in accordance with the terms of the VCC. The City did not own or operate the facility at the time of disposal of a hazardous substance, has never arranged for the treatment or disposal of hazardous substances at the site, nor has accepted hazardous substances for transport for disposal or treatment at the site. The VCC with DHEC as a non-responsible party provides a covenant not to sue for existing contamination upon completion of the response actions required by the VCC, protection from Comprehensive Environmental Response Compensation & Liability Act contribution claims, and protection from third-party claims for equitable relief or damages relating to existing contamination at the Site. Further, the VCC ensures that the cleanup is performed in accordance with SCDHEC's oversight and receives SCDHEC's certificate of completion.

g. **Enforcement Actions**

The City is not aware of any ongoing or anticipated environmental enforcement actions related to the brownfield site for which funding is sought. The City is not aware of any other inquiry from federal, state, or local government entities regarding the responsibility of any party (including the City) for the contamination or hazardous waste at the site, including liens. The City is not aware of any order from federal, state, or local government entities regarding the responsibility of any party (including the City) for the contamination or hazardous waste at the site.

h. **Information on Liability and Defenses/Protections**

i) **Information on Property Acquisition:**

- The City purchased the property via a negotiated purchase from a private corporation.
- The City purchased the property on March 31, 2011.
- The City is the sole owner of the property and has fee simple title.
- The City purchased the property from Rock Hill Printing and Finishing, LLC.

FY14 Hazardous Funding Cleanup Proposal
Former Rock Hill Bleachery Project | Central Parcel | Rock
Hill | South Carolina

- The City does not and never has had familial or corporate relationships or affiliations with prior owners, operators, and/or potentially responsible parties of the property, including Rock Hill Printing and Finishing, LLC. from whom the City purchased the property.
- ii) Timing and/or Contribution Toward Hazardous Substances Disposal: All disposal of hazardous substances at the property occurred before the City acquired the property. The City has not and did not cause or contribute to the release of any hazardous substances on the property. The City has not arranged for the disposal of hazardous substances at the property or transported hazardous substances to the property.
- iii) Pre-Purchase Inquiry:
Rock Hill Printing and Finishing, LLC ceased operation of the Rock Hill Printing and Finishing Site in 1998. As a part of the All Appropriate Inquiries (AAI) process the City completed the following activities prior to purchase:
 - A Phase I Environmental Site Assessment was completed on June 24, 2010 in accordance with ASTM E1527-05 standard practices.
 - The Phase I environmental site assessment was conducted by Irminger Consulting Group, Inc, (IC) a privately held consulting firm incorporated in the state of North Carolina. IC specializes in chemistry, geology, and engineering consulting related to environmental issues. The firm is qualified to conduct Phase I Environmental Site Assessments in accordance with the EPA All Appropriate Inquiry (AAI) Rule.
 - The acquisition of the property was finalized on March 31, 2011 and updates to the Phase I were completed as required by the ASTM standard within 6 months of the date of purchase.
- iv) Post-Acquisition Uses: The facility/property is vacant and has been vacant since the City purchased the property.
- v) Continuing Obligations: Upon acquisition of the property, the City has taken steps to stop any continuing releases from impacting human health and/or the environment. Per the terms and conditions of the VCC, the City demolished and removed the former dyeing and finishing structure that was once on this parcel. In addition, under the direction of Region 4 EPA and SCDHEC, the assessment work required by the VCC has been performed by Tetra Tech and documented in a report dated February 13, 2013. SCDHEC personnel have reviewed the Phase II ESA and require certain actions to be accomplished at the Property as outlined in the VCC. These actions include response actions to address contaminated soils in keeping with the future intended use of the property. Should any hazardous substances remain on the property in excess of residential standards following corrective action, the VCC requires that a Declaration of Covenants and Restrictions be placed on the property to impose restrictions against residential, agricultural, recreational, child day care facilities, schools, or elderly care facilities. Finally, the restrictive covenant and the VCC require that access be provided to SCDHEC, SCDHEC's authorized representatives, and all other persons performing response actions on the Property under the SCDHEC's oversight. This access shall be maintained until remediation is accomplished for unrestricted use and monitoring is no longer required. SCDHEC will issue a certificate of completion once the approved response actions have been completed and (if required) the restrictive covenant is appropriately signed and filed. The aforementioned actions meet the requirement of taking reasonable steps to stop any continuing releases; prevent any threatened future release; and prevent or limit exposure to any previously released hazardous substance.

The City confirms:

- that it will comply with all land-use restrictions and institutional controls as required by SCDHEC, the VCC, and any future restrictive covenant if required;
- that it will cooperate with those performing the cleanup and provide access to the property. The VCC requires that access be provided to SCDHEC, SCDHEC's

FY14 Hazardous Funding Cleanup Proposal
Former Rock Hill Bleachery Project | Central Parcel | Rock
Hill | South Carolina

authorized representatives, and all other persons performing response actions on the Property under the SCDHEC's oversight. This access shall be maintained until remediation is accomplished for unrestricted use and monitoring is no longer required;

- that it will comply with all information requests and administrative subpoenas that have or may be issued in connection with the property though to the best of the City's knowledge, there are no information requests or administrative subpoenas that have been issued; and
- that it will provide all legally required notices for this property.

4. CLEANUP AUTHORITY AND OVERSIGHT STRUCTURE

- a. The City has entered into VCC 10-5578-NRP with SCDHEC, and a Phase II ESA has been conducted by Region 4 EPA and in accordance with a work plan approved by SCDHEC under the VCC. The VCC requires that all work and reports be performed in accordance with accepted industry standards and signed and sealed by a Professional Engineer or Professional Geologist licensed in South Carolina (SC). Further, all activities must be performed in accordance with applicable SC Statutes and permitting requirements. Sample collection methodologies must be consistent with the US EPA Region 4 Field Branches Quality System and Technical Procedures. All analytical work must be performed by a laboratory that is certified per SC R. 61-81 for the test methods to be used during the analyses. SCDHEC's review of the Phase II ESA requires some cleanup activity as well as a possible covenant to be placed on the property. The proposed cleanup activities include the following: removal and proper disposal of contaminated surface soils. The City will work closely with the assigned EPA Region 4 project manager and SCDHEC to ensure the cleanup is completed in a manner which is protective of human health and the environment.
- b. The City will seek the technical expertise of a brownfield/environmental consultant to manage, oversee, and complete the cleanup activities at the Rock Hill Bleachery Central Parcel property. The City will select the qualified consultant with brownfields experience through a competitive process in accordance with the competitive procurement provisions of 40 CFR 31.36 and its own procurement requirements that are the same as those of South Carolina.
- c. The Phase II ESAs are complete and the nature and extent of soil contamination defined. It is unlikely that impact has occurred on adjacent properties. However, if off-property access is necessary for any of the proposed removal activities, the City owns two of the adjacent parcels, and has a good working relationship with other adjacent property owners.

5. COST SHARE

The City of Rock Hill will meet the required cost share through a combination of general fund cash contributions and the provision of labor for eligible and allowable expenses required to complete the cleanup at the site. This grant support funding will be budgeted in the City's general fund annually for each year of the award period.

6. COMMUNITY NOTIFICATION

The City placed a written advertisement in *The Herald*, *The Fort Mill Times*, *the Lake Wylie Pilot*, and *The Enquirer Herald* on January 8, 2014, announcing the proposed cleanup plan for the Former Bleachery and intent to apply for an EPA Brownfields Cleanup Grant for the Former Bleachery, Power Plant Parcel property. The public notice informed readers that both the draft Analysis of Brownfields Cleanup Alternatives (ABCA) and grant application were available for review and comment online at www.cityofrockhill.com and in the Economic and Urban Development Office (Room 370) at the Rock Hill City Hall at 155 Johnston Street, Rock Hill, South Carolina. The notice stated that the draft grant application and ABCA would be available until January 20, 2014. Additionally, the public was invited to attend a public meeting on January 14, 2014, at 4:00 pm in Room 370 of Rock Hill City Hall. A copy of

FY14 Hazardous Funding Cleanup Proposal
Former Rock Hill Bleachery Project | Central Parcel | Rock
Hill | South Carolina

this advertisement is included as an attachment. The draft ABCA is included as an attachment. The sign-in sheet and notes from the public meeting held on January 14, 2014 at 4:00 pm at City Hall are included as an attachment.



Catherine B. Templeton, Director

Promoting and protecting the health of the public and the environment

January 16, 2014

Mr. Don West
Environmental Management Support, Inc.
8601 Georgia Avenue, Suite 500
Silver Spring, MD 20910

RE: EPA Brownfields Site Specific Cleanup Grant Application
Former Rock Hill Printing and Finishing Company – Area 2

Dear Mr. West:

The South Carolina Department of Health and Environmental Control, the State's environmental authority, fully supports the City of Rock Hill's ("City") application for a Brownfields Cleanup Grant regarding Area 2 of the Former Rock Hill Printing and Finishing Company.

The Department has entered into a Voluntary Cleanup Contract with the City for the site. Area 2 would be capped, where necessary, and engineered to meet vapor barrier requirements for the development of mid-rise residential or commercial structures. If feasible, the front third of this area may be engineered for townhome construction. If a grant is awarded, the Department will provide technical oversight and grant management assistance to the City as it works to cleanup the property.

The Department appreciates your consideration of the application and hopes for a favorable outcome. Your positive response will assist the City in its efforts to revitalize this property. If you have any questions or need additional information, please contact Robert Hodges of my staff at (803) 898-0919.

Sincerely,

Daphne Neel, Chief
Bureau of Land and Waste Management
Environmental Quality Control

cc: EPA Region 4
Harry Mathis, Director, Midlands EQC
Robert Hodges, Manager, Brownfields Program



Fw: Intergovernmental agreement for Pennies Project # 03-010

Mary Foote to: pauldillingham
Cc: hisham.abdelaziz

02/23/2010 12:24 PM

Hi Paul,

Based on the E-mail below from the County and my phone message to you please E-mail me a draft of the intergovernmental agreement incorporating all your changes to include the modifications to pages 6 and 7 (keeping c and taking out d). Leave the budget as we originally did it at the \$5,260,711 figure and, if you think it's a good idea, add some language that allows the total project cost to be adjusted up or down once all parties agree on project Utility relocation and upgrade costs.

Thanks a lot,

Mary

Mary DiFabio Foote
Textile Corridor & Old Town Redevelopment Supervisor
City Hall
155 Johnston Street, Room 220
City of Rock Hill, South Carolina
29731
803-326-3817 (P)
803-329-7007 (F)
mfoote@cityofrockhill.com

----- Forwarded by Mary Foote/Rock-Hill on 02/23/2010 11:43 AM -----

From: "Gaddy, Jim" <Jim.Gaddy@yorkcountygov.com>
To: <MFoote@cityofrockhill.com>
Date: 02/22/2010 01:56 PM
Subject: RE: Intergovernmental agreement for Pennies Project # 03-010

Mary:

In the spirit of cooperation, I believe we can incorporate ALL of the changes the City attorney made, except the utility numbers may change up or down, based on our next meeting with you and the City utilities department. Please send me a draft with the City recommendations incorporated in the document. If we tried to do it we might leave out some of your intent. Once I get your completed draft, I believe I can get it approved. If you and I need to meet, let me know.

We appreciate the City's help in getting this worked out.

Jim Gaddy, P.E.
York County Government
Engineering Project Manager
Pennies - for - Progress
Office Phone: 803-818-5753
Cell Phone: 803-242-6573
FAX 803-684-8596

-----Original Message-----

From: MFoote@cityofrockhill.com [mailto:MFoote@cityofrockhill.com]
Sent: Thursday, February 11, 2010 3:02 PM
To: Gaddy, Jim

CATAWBA REGIONAL DEVELOPMENT CORPORATION

Catawba Regional Center
P.O. Box 450
Rock Hill, South Carolina 29731

215 Hampton Street
Tele. (803) 327-9044
FAX (803) 327-1912

August 23, 2010

Carey F. Smith
City Manager
City of Rock Hill
155 Johnston Street
P. O. Box 11706
Rock Hill, SC 29731

VIA HAND DELIVERY

Dear Mr. Smith:

Catawba Regional Council of Governments ("CRCOG") is the fund manager for the SC Brownfields Cleanup Revolving Loan Fund ("BCRLF" or "the fund") on behalf of the South Carolina Department of Health and Environmental Control ("Lender" or "DHEC"). Lender has authorized CRCOG to provide the following commitment letter for loans and subgrant to the City of Rock Hill, South Carolina ("Borrower").

1) Borrower: City of Rock Hill, SC

2) Corporate Guarantor (Joint and Several): N/A

3) Loan 1 Amount (American Recovery and Reinvestment Act of 2009 ("ARRA")): Up to a maximum of Six Hundred Fifty Thousand Dollars (\$650,000.00) based upon approved project costs. Loan proceeds will be disbursed at the request of Borrower throughout the environmental cleanup process in accordance with Paragraph 21 hereof.

4) Loan 2 Amount: Up to a maximum of Five Hundred Thousand Dollars (\$500,000.00) based upon approved project costs. Loan proceeds will be disbursed at the request of Borrower throughout the environmental cleanup process in accordance with Paragraph 21 hereof.

5) Subgrant Amount: (American Recovery and Reinvestment Act of 2009 ("ARRA")): Three Hundred Fifty Thousand Dollars (\$350,000.00) based upon approved project costs. Subgrant proceeds will be disbursed at the request of Borrower throughout or after the environmental cleanup process in accordance with Paragraph 21 hereof. Commitment and closing of the subgrant are fully contingent upon Borrower taking fee simple title to project real estate.

6) Loan Purpose: The BCRLF loans shall provide up to \$1,150,000.00 of the anticipated \$6,000,000.00 of total eligible project costs, which are no less than \$1,625,000.00 and are anticipated to be no greater than \$6,000,000.00, per the application, for the cleanup of the Bleachery site ("Property") located at 420 West White Street in the City of Rock Hill, South Carolina. The balance of project costs shall be provided by Borrower via the following: a) TIF Revenue Bond, b) BCRLF-ARRA subgrant and c) cash or other financing. Loan proceeds are to be used only for S.C. DHEC approved and eligible environmental cleanup costs of the Property.

7) Subgrant Purpose: The BCRLF-ARRA subgrant shall provide \$350,000 of the anticipated \$6,000,000.00 of total eligible project costs, per the application, for the cleanup of the Property. Subgrant proceeds are to be used only for S. C. DHEC approved and eligible environmental cleanup costs of the Property.

8) Interest Rate, Term and Repayment of Loan 1 (ARRA): The BCRLF-ARRA loan shall bear an annual interest rate of one percent (1.0%), and will have an interest only period through the remediation process for a maximum of six (6) months from the closing date. During this interest-only period, interest will be accrued based upon actual amounts drawn under the loan commitment. Accrued interest will be payable monthly, and there shall be no principal payments remitted by Borrower during the interest-only period. Following the interest-only period, the loan will be fully amortized over twenty (20) semi-annual payment periods.

Projected principal and interest payments are calculated based upon the BCRLF-ARRA note's face amount (\$650,000.00), less the cumulative debt to be forgiven (\$195,000.00 – see Paragraph 22), at the semi-annual interest rate of .5%, amortized over 20 semi-annual payments. Semi-annual principal and interest payments of \$23,963.24 (assuming full BCRLF-ARRA note amount is utilized) will be remitted by Borrower throughout the term portion of the loan. At maturity, all outstanding principal and accrued interest will be due and payable.

9) Interest Rate, Term and Repayment of Loan 2: The BCRLF loan shall bear an annual interest rate of one percent (1.0%), and will have an interest only period through the remediation process for a maximum of six (6) months from the closing date. During this interest-only period, interest will be accrued based upon actual amounts drawn under the loan commitment. Accrued interest will be payable monthly, and there shall be no principal payments remitted by Borrower during the interest-only period. Following the interest-only period, the loan will be fully amortized over twenty (20) semi-annual payment periods.

Projected principal and interest payments are calculated based upon the BCRLF note's face amount (\$500,000.00), less the cumulative debt to be forgiven (\$150,000.00 – see Paragraph 23), at the semi-annual interest rate of .5%, amortized over 20 semi-annual payments. Semi-annual principal and interest payments of \$18,433.26 (assuming full BCRLF note amount is utilized) will be remitted by Borrower throughout the term portion of the loan. At maturity, all outstanding principal and accrued interest will be due and payable.

10) Repayment and Proof of Authorization: Repayment of the loans will be made through a pledge of revenues generated through the Borrower's restricted fund as set forth below. Appropriate authorization including an ordinance from the City Council authorizing the borrowing, mortgage of properties and designation of restricted fund revenues, along with an attorney opinion letter, each in a form acceptable to Lender, will be required prior to closing.

11) Security for the Loans: The loans will be evidenced by, among other things, promissory notes, loan agreements and mortgages in a form acceptable to Lender and secured by (i) a pledge of cash flow from the Borrower's restricted proprietary/enterprise utility fund and (ii) a title-insured first and second mortgage on the 93,000 square foot concrete parking deck ("Secured Property") located at the corner of Dave Lyle Boulevard and Black Street in Rock Hill, South Carolina, and (iii) a title-insured first and second mortgage on a 4,871 sq. ft. building (formerly a fire station) and the approximate 1.5 acres upon which the building is located at 864 Mount Gallant Road, Rock Hill, South Carolina. The pledge of cash flow from the Borrower's restricted proprietary/enterprise utility fund shall be junior and subordinate to the pledge thereof for payment of the Borrower's Combined Utility System revenue bonds, tax increment bonds and stormwater revenue bonds, either currently outstanding or to be issued in the future; however, Borrower's Combined Utility System debt service coverage shall exceed 1.25:1 throughout the term of the loan. Coverage shall be defined as follows:

Combined Utility System Revenues less Combined Utility System Expenses (not including depreciation or amortization)/Combined Utility System Debt Service => 1.25:1 on an annual basis. Unfinanced Capital expenditures in excess of those required to maintain the system and any transfers to the general fund of the City shall occur after debt service obligations.

Borrower will provide a Certificate of Completion from DHEC upon completion of cleanup activity. If project costs escalate beyond the anticipated \$6,000,000.00 as identified in the application, Borrower agrees to complete the project cleanup to the extent necessary for a Certificate of Completion to be awarded by DHEC. Borrower is responsible for any costs in excess of the total project cost amount as identified in the application.

Lender shall be furnished with such security and credit instruments, as Lender shall deem necessary for its protection. In addition to other documents that may be required by Lender, the following documents each in a form acceptable to Lender shall be required on or before closing Of each loan and subgrant:

- (a) Promissory Note evidencing the ARRA-BCRLF first loan;
- (b) Loan Agreement for the ARRA-BCRLF first loan;
- (c) Mortgages for the ARRA-BCRLF first loan;
- (d) Promissory Note evidencing the BCRLF second loan;
- (e) Loan Agreement for the BCRLF second loan;
- (f) Mortgages for the BCRLF second loan;
- (g) ARRA Subgrant agreement;
- (h) Mortgage Title Insurance Policies;
- (i) Phase I and Phase II environmental assessment reports;
- (j) Closing Statement signed by Borrower;

- (k) Appropriate ordinances from Borrower to borrow the funds and pledge the security;
- (l) Opinion letter from Borrower's counsel opining on the legality and enforcement of the various loans and subgrant documents; and
- (m) Any other documents required by Lender in order to complete the loan and subgrant and as contemplated by this commitment letter, including all provisions of ARRA.

12) Late Charge: To the extent allowed by law, the notes shall impose a late charge of five percent (5%) of the current balance due if total payment is not received within 10 days of the loan payment due date.

13) Origination Fee: A fee of 1% of the committed loan and subgrant amounts (\$15,000.00) will be due and payable upon acceptance of this loan commitment. This fee will be considered earned by and payable to Lender and shall be paid by Borrower whether or not the loans and subgrant close.

14) Title Insurance: Lender shall be furnished with title insurance commitments for loan policies in a form and from a title insurance company satisfactory to Lender for the property described in Paragraph 11. The policies to be issued pursuant to the commitment shall insure the owner possesses good and marketable title in fee simple and shall insure Lender in the principal amount of the first ARRA-BCRLF loan and the second BCRLF loan as possessing a first and second mortgage security interest in the Secured Property, free and clear of all encumbrances or other interests and free of encroachment of any kind, subject only to such exceptions, if any, as shall be approved in writing by Lender. Lender may, at its option, require that the title insurance commitment contain additional endorsements, affirmative coverage against violations of any restrictive covenants and affirmative coverage as to egress and ingress.

15) Property/Hazard Insurance: Lender will be provided with a hazard insurance policy in an amount acceptable to Lender listing Lender as lien holder for the property described in Paragraphs 6 and 11 above. Borrower shall provide evidence of property/hazard insurance no less than annually, or as requested by Lender and or CRCOG.

16) Environmental Assessment and Information: Borrower shall provide copies of all environmental investigation (i.e. Phase I and Phase II environmental assessment reports), as well as final Voluntary Cleanup Contract(s) as executed with DHEC for the Property by loan and subgrant closings.

17) Costs and Expenses: Borrower shall pay all costs and expenses incurred in connection with the BCRLF loans and subgrant, whether said loans and subgrant are closed or not, including and without limitation, any required costs and/or legal fees (for commitment, loan and subgrant documents, legal advice, ordinance, and closing), license fees and premiums. Pursuant to its contract with DHEC, CRCOG has recently retained the firm of Spencer and Spencer, P.A. (Rock Hill, SC) to represent CRCOG as fund manager, DHEC as Lender and the Borrower in preparing the various loan and subgrant documents and closing the BCRLF loans and subgrant on behalf of DHEC and the Borrower. These costs and expenses shall be paid no later than at closing(s) of the BCRLF loans and subgrant.

18) Non-Assignability: Neither this commitment nor any future loan and subgrant proceeds shall be assignable by Borrower.

19) Governing Laws: The loan and subgrant transactions contemplated herein, and all documents executed pursuant thereto, shall be construed according to and governed by the laws of the State of South Carolina except to the extent governed by federal law. In addition, Borrower shall be willing to sign any and all covenants, certifications, requirements and agreements in furtherance of any state, DHEC, or federal law requirement either related to these loans and subgrant transactions or as required by CRCOG or Lender in order to evidence compliance with the same with all final determinations as to such matters to be decided by CRCOG and Lender. See also Paragraph 28.

20) Financial Records and Substantiation of Project Costs: Borrower shall provide Lender proof of project costs equal to or greater than \$6,000,000.00 by category as expressed in Borrower's application for BCRLF funds. Borrower shall provide Lender and/or CRCOG, CPA audited annual financial statements within 120 days of each fiscal year end.

21) Disbursements: It is anticipated that loan and subgrant disbursements shall be made in increments of at least \$100,000.00, and any disbursement shall be subject to approval of submitted project costs by DHEC and, if applicable, the U.S. Environmental Protection Agency. All disbursement requests must be made in writing in a form acceptable to DHEC. The disbursements shall not exceed 100% of the cost of the eligible materials and labor expended toward the work described in the request for payment form. DHEC reserves the right to inspect the Property from time to time to insure that performance of the environmental work is satisfactory to DHEC, including in accordance with the submitted project costs and cleanup plan, and to ensure that the loans and subgrant have not been over-advanced.

22) Debt Forgiveness for Loan 1 (ARRA). Up to 30% of the BCRLF-ARRA loan will be forgiven, to a maximum of \$195,000, according to U. S. EPA Brownfields Cleanup Revolving Loan Fund Guidelines, and provided that Borrower complies with all of the terms and conditions set forth in the loan documents. Based upon the entire project costs being funded and the entire BCRLF-ARRA loan amount utilized, debt forgiveness will equate to \$195,000. If the full loan amount is not drawn, the amount to be forgiven will be equal to 30% of the final loan amount drawn, to a maximum of \$195,000. The debt to be forgiven will be written down over the term of the loan, in ten, equal annual installments (i.e. \$19,500 per year, based upon complete utilization of loan commitment). Upon an uncured default under the loan agreement, note, mortgage or other loan documents during the term of the loan, then the entire amount of the outstanding principal, including the remainder of debt that would have been forgiven, and all accrued interest, will be accelerated and due and payable upon demand by Lender.

23) Debt Forgiveness for Loan 2. Up to 30% of the BCRLF loan will be forgiven, to a maximum of \$150,000, according to U. S. EPA Brownfields Cleanup Revolving Loan Fund Guidelines, and provided that Borrower complies with all of the terms and conditions set forth in the loan documents. Based upon the entire project costs being funded and the entire BCRLF loan amount utilized, debt forgiveness will equate to \$150,000. If the full loan amount is not drawn, the amount to be forgiven will be equal to 30% of the final loan amount drawn, to a maximum of

\$150,000. The debt to be forgiven will be written down over the term of the loan, in ten, equal annual installments (i.e. \$15,000 per year, based upon complete utilization of loan commitment). Upon an uncured default under the loan agreement, note, mortgage or other loan documents during the term of the loan, then the entire amount of the outstanding principal, including the remainder of debt that would have been forgiven, and all accrued interest, will be accelerated and due and payable upon demand by Lender. To receive the debt forgiveness of 30%, this loan must close no earlier than six (6) months after Loan 1.

24) Commitment Term: Except as otherwise provided herein, the commitment for both loans and Subgrant shall remain valid until August 27, 2010. If the BCRLF loans and subgrant commitment has not been accepted by that date, then Lender has no obligation to fund the loans and subgrant and may withdraw this commitment in its sole discretion.

25) Modifications and Amendments: The commitment in which the provisions hereof are incorporated supersedes any and all prior communications, agreements, offers, and statements, whether written or oral, made by Lender, or anyone acting per authorization on its behalf. No change in the provisions of the commitment shall be binding unless in writing and executed in the name of the Lender by CRCOG and a duly authorized officer of the Borrower.

26) Termination of Commitment: The validity of this commitment is subject to the accuracy of all information, representations, and materials submitted with or in support of the application for the BCRLF loans and subgrant. In addition to the foregoing, Lender reserves the right to cancel this commitment and to terminate its obligations hereunder at any time before the loans and subgrant close without any further liability or obligation to the Borrower in any of the following events:

(a) Failure of the Borrower to comply within the time specified with any of the provisions or conditions applicable to this commitment, (b) Non-payment within the prescribed time of any fees and expenses provided for in this commitment, (c) Insufficiency of title as determined by the sole opinion of Lender or lack of approval or acceptance by Lender to any of the documentation delivered or to be delivered or executed hereunder, (d) Filing by or against Borrower of any petition in Bankruptcy or insolvency, or for reorganization or for the appointment of a receiver or trustee to make assignment for the benefit of the creditors, or (e) Any change subsequent to this commitment deemed by Lender to be material or substantial in the assets, net worth or credit standing to Borrower, or the taking of judgment against the Borrower, which, in the sole discretion of Lender, could materially adversely affect the credit standing of the Borrower or the ability of Borrower to perform under this commitment.

27) Early Payoff: With the exception of the interest-only period described in Paragraph 8 and 9, the loans may be paid off in part or in their entirety at any time prior to the date of maturity. Borrower will incur an administrative charge of \$250 (per loan) for early payoff, plus any applicable legal fees.

28) Compliance with Federal and DHEC Requirements: Borrower shall comply with all DHEC requirements for use of the loan and subgrant proceeds; the Voluntary Cleanup Contract 10-5578-NRP ("VCC") between DHEC and Borrower; any and all state or federal rules and regulations pertaining to cleanup of the Property and receipt of state or federal funds, to include all

ARRA requirements. (See attached schedule.) In addition, Borrower shall retain title to the Property, after the Property is acquired, until the VCC is completed and the loans and subgrant are fully disbursed.

29) Miscellaneous: This commitment and the loans and subgrant made pursuant thereto are made solely for the benefit of the Borrower and are not to provide any benefit to anyone other than the Borrower, and this commitment, or the terms thereof, are not to be displayed nor communicated by the Borrower to any third party, without prior written consent of Lender. This commitment, once accepted, shall survive the loan and subgrant closings and become binding together with all other loan and subgrant documents.

30) Loan 1 (ARRA) Closing; Final Disbursement: The BCRLF-ARRA loan shall be closed on, before or around September 3, 2010. All BCRLF-ARRA loan proceeds must be requested by Borrower, accompanied by appropriate expenditure documentation totaling \$650,000 of eligible project costs, within 20 days of the closing date. The loan shall be disbursed no later than 60 days after the closing date.

31) Loan 2 and ARRA Subgrant Closing; Final Disbursement: The BCRLF loan and subgrant shall be closed on or before April 29, 2011. All BCRLF loan and subgrant proceeds must be disbursed no later than six (6) months from the closing date. The BCRLF subgrant commitment is contingent upon Borrower possessing fee simple title to the Property.

32) Other: Borrower agrees to allow Lender and/or fund manager to place a sign on the property during the remediation process showing the project is being partially financed through a S.C. DHEC/U.S. EPA BCRLF Loan. Sign should also note that this project is utilizing ARRA funding.

33) Authorization to Publish: Borrower will grant permission to DHEC, U.S. EPA, Catawba Regional Council of Governments and its affiliate, Catawba Regional Development Corporation, to publish, report, and publicize in a positive manner, information in conjunction with the loans and subgrant herein referenced. Information shall not include any financial information regarding the Borrower other than the loan and subgrant amounts, project costs, and general terms of the loans and subgrant.

We are pleased to present this commitment letter to the City of Rock Hill and hope that you will find it acceptable. Please let me know if you have any questions or concerns.

For the fund and Lender,



Randy Imler

Executive Director

Catawba Regional Council of Governments

SC Brownfields Cleanup Revolving Loan Fund

cc: Paul Dillingham, Spencer & Spencer
Harold Shapiro, CRCOG

Robert Hodges, DHEC
Robert Moody, CRCOG

COMMITMENT ACCEPTANCE:

The terms of this commitment for financing as specified above are accepted.

City of Rock Hill, SC:

By: Carey F. Smith
Carey F. Smith

Date: 8-25-10

Its: City Manager

Witness:

By: DiQB Uham

Date: 8-25-10

Its: Finance Director

Schedule "I"

SCDHEC Brownfields Cleanup Revolving Loan Fund – ARRA Loan / Sub-grant Requirements for Borrowers and Grantees

1. A term, condition or other legally binding provision relating to cross-cutting requirements shall be included in all loan or financial assistance agreements. DHEC shall approve the term, condition or provision prior to its inclusion.
2. Borrowers and/or sub-grantees shall comply with Wage Rate Requirements under Section 1606 of the American Recovery and Reinvestment Act of 2009 (i.e. Davis-Bacon Act of 1931) shall be included in all loan agreements. Borrower/sub-grantees agree in accordance with ARRA, Section 1606, to ensure that it and its subcontractors shall fully comply with said Section and notwithstanding any other provision of law and in a manner consistent with other provisions of ARRA, all laborers and mechanics employed by contractors and subcontractors on projects funded directly by or assisted in whole or in part by and through the federal government pursuant to ARRA shall be paid wages at rates not less than those prevailing on projects of a character similar in the locality as determined by the United States Secretary of Labor in accordance with Subchapter IV of Chapter 31 of Title 40, United States code (Davis-Bacon Act). It is understood that the Secretary of Labor has the authority and functions set forth in Reorganization Plan Numbered 14 or 1950 (64 Stat.1267; 5 U.S.C. App.) and Section 3145 of Title 40, United States Code.
 - a. BCRLF-ARRA borrowers and sub-grantees will further acknowledge that they understand the compliance verification requirements and can interpret prevailing wage determinations.
 - b. Furthermore, borrowers and sub-grantees must establish and follow, a spot check schedule based upon an assessment of the risks of noncompliance with Davis Bacon posed by contractors or subcontractors and the duration of the contract or subcontract.
 - i. At a minimum borrowers/sub-grantees must spot check, payroll data within two weeks of each contractor or subcontractor's submission of its initial payroll data and two weeks prior to the completion date of the contract or subcontract. Additional requirements may be imposed if information indicates a high risk of non-compliance with Davis Bacon
3. Borrowers/sub-grantees shall periodically review contractors' and subcontractors' use of apprentices and trainees to verify registration and certification with respect to apprenticeship and training programs approved by either the U.S. Department of Labor or a state, as appropriate, to determine that contractors and subcontractors are not using disproportionate numbers of laborers, trainees and apprentices. These reviews shall be

conducted in accordance with the schedules for spot checks and interviews described in section 2.b.i. above.

4. Borrowers/sub-grantees commit that they, as well as contractors employed to complete remediation activities on a project, fulfill the following ARRA Reporting Requirements. SC DHEC shall complete all ARRA Reporting based upon information received from the Borrower/sub-grantee and/or contractor(s):

REPORTING REQUIREMENTS: Pursuant to Section 1512 of the ARRA, in order for state agencies receiving ARRA funds to prepare the required reports, Borrower/sub-grant recipient and/or project Contractor agrees to provide the awarding state agency with the following information on a quarterly basis, in accordance with the below schedule:

Calendar Quarter	Due Date to DHEC Program
4/01/10 - 6/30/10	Tuesday, 7/6/10
10/01/10 - 12/31/10	Wednesday, 1/5/11
1/01/11 - 3/31/11	Tuesday, 4/5/11
4/01/11 - 6/30/11	Wednesday, 7/6/11
7/01/11 - 9/30/11	Wednesday, 10/5/11
10/01/11 - 12/31/11	Thursday, 1/5/12
1/01/12 - 3/31/12	Thursday, 4/5/12
4/1/12 - 6/30/12	Thursday, 7/5/12
7/1/12 - 9/30/12	Friday, 10/5/12

FOR DETAILED DESCRIPTION OF DATA ELEMENTS GO TO WWW.RECOVERY.GOV AND VIEW DATA DICTIONARY.

1. For any contracts equal to or greater than \$25,000: (report data as of the end of the reporting quarter)
 - a. The DUNS number;
 - b. If a contractor does not have a DUNS number, then the contractor will need to provide a legal name under which it conducts business, (i.e. per federal tax return) and the applicable zip code+4 for the contractor.
 - c. Congressional District;
 - d. The amount of the contract award;
 - e. Total amount of award received;
 - f. Date contract signed;
 - g. The primary place of performance including the city, state, zip+4, congressional district and country;

h. The names and total compensation of each of the five most highly compensated officers of the company (contractor) for the calendar year in which the award is awarded if:

1) In the recipient's preceding fiscal year, the recipient received:

a) 80% or more of its annual gross revenues in Federal contracts (and subcontracts), loans, grants (and subgrants) and cooperative agreements; and

b) \$25,000,000 or more in annual gross revenue from Federal contracts (and subcontracts), loans, grants (and subgrants) and cooperative agreements; and

2) The public does not have access to information about the compensation of senior executives through periodic reports filed under section 13(a) or 15(d) of the Securities Exchange Act of 1934 or section 6104 of Internal Revenue Code of 1986.;

i. An estimate of the number of jobs created and /or retained;

At a minimum, this estimate shall include any new positions created and any existing filled positions that were retained to support or carry out Recovery Act projects, activities, or federally awarded contracts managed directly by the recipient or federal contractor. For grants and loans, the number shall include the number of jobs created and retained by sub recipients and vendor. The number shall be expressed as "full-time equivalent" (FTE), calculated cumulatively as all hours worked divided by the total number of hours in a full-time schedule, as defined by the recipient or federal contractor.

For instance, two full-time employees and one part-time employee working half days would be reported as 2.5 FTE in each calendar quarter. A job cannot be reported as both created and retained.

j. An evaluation of the completion status of the project or activity;

k. A unique identifier of the entity receiving the contract and the parent entity of Contractor, should the entity be owned by another; and

2. For any contracts of less than \$25,000 or to individuals: the information required above (1) may be reported in the aggregate and requires the certification of an authorized officer of Contractor that the information contained in the report is accurate.

Standard data elements and federal instructions for use in complying with reporting requirements under Section 1512 of the ARRA, are pending review by the federal government, and were published in the Federal Register on April 1, 2009 [74 FR 14824], and are to be provided online at www.FederalReporting.gov.

5. Terms and Conditions.

- a. Borrowers/sub-grantees shall use funds only for EPA RLF eligible activities;
- b. Borrowers/sub-grantees shall document expenditures of the ARRA Brownfields funds separately from all other funding sources;
- c. Borrowers/sub-grantees shall maintain documentation for a minimum of three years after the completion of the cleanup activity supported by the loan or for the length of the loan, whichever is longer. Borrowers/sub-grantees shall obtain written approval from DHEC prior to disposing of records;
- d. Borrowers/sub-grantees shall be allowed to use no more than 10% of borrowed funds for administrative and cleanup response planning costs;
- e. Borrowers/sub-grantees shall certify that they are not currently, nor have they been, subject to any penalties resulting from environmental non-compliance at the site subject to the loan;
- f. Borrowers/sub-grantees shall conduct BCRLF-ARRA response activities in accordance with the cooperative agreement and Comprehensive Environmental Response Compensation Liability Act (CERCLA) and consistent with the National Contingency Plan (NCP) 40 CFR 31 and Office of management and budget (OMB) circular A-87;
- g. Borrowers/sub-grantees shall modify response activities as required by DHEC;
- h. Borrowers/sub-grantees shall enter and comply with DHEC's Voluntary Cleanup Contract (VCC).
- i. Borrowers/sub-grantees shall ensure that the cleanup protects human health and the environment.
- j. Borrowers/sub-grantees in accordance with ARRA Sections 902, 1514 and 1515, Borrower/sub-grantee agrees that it shall permit the State of South Carolina, the United States Comptroller General or his representative or the appropriate Inspector General appointed under Section 3 or 8G of the United States Inspector General Act of 1978 or his representative to: (1) examine any records that directly pertain to, and involve transactions relating to, this contract; and (2) interview any officer or employee of Borrower/sub-grantee or any of its subcontractors regarding the activities funded with funds appropriated or otherwise made available by the ARRA. Contractor shall include this provision in all of the contractor's agreements with its subcontractors from whom the contractor acquires goods or services in its execution of the ARRA funded work.;

- k. Borrowers/sub-grantees shall certify that they are not potentially liable under Sub-Chapter 107 of CERCLA for the site or that, if they are, they qualify for limitation or defense to liability under CERCLA. If asserting a limitation or defense to liability, the borrower must state the basis for that assertion.
- l. Borrowers/sub-grantees agree to comply with Title 40 CFR Part 34, New Restrictions on Lobbying when the loan or sub-grant (or combination thereof) exceeds \$100,000.
- m. Borrowers/sub-grantees agree to ensure that public participation requirements are met, inclusive of developing a community relations plan which will include reasonable notice, opportunity for involvement, and response to comments.
- n. Borrowers/sub-grantees agree in accordance with ARRA, Section 1604, that none of the cooperative agreement funds shall be used for any of the following activities:
 - 1) To fund particular activities for any casino or other gambling establishment, aquarium, zoo, golf course, or swimming pool.
 - 2) To fund pre-cleanup environment assessment activities.
 - 3) To monitor or collect data necessary to apply for, or comply with, environmental permits under other federal and state laws, unless such a permit is required as a component of the cleanup action.
 - 4) Construction, demolition, and development activities that are not cleanup actions, and addressing public or private drinking water supplies that have deteriorated through ordinary use.
 - 5) Job training unrelated to performing a specific cleanup at a site covered by a loan or sub-grant.
 - 6) To pay a penalty or fine.
 - 7) To pay a federal cost share requirement unless there is specific statutory authority.
 - 8) To pay for a response cost as a brownfields site for which the recipient of the sub-grant or loan is potentially liable under CERCLA 107.
 - 9) To pay a cost of compliance with any federal law, excluding the cost of compliance with laws applicable to the cleanup.
 - 10) Unallowable costs (e.g. lobbying and fund raising) under applicable OMB Circulars.

- 11) Administrative, overhead, management fees, and indirect costs of the borrower or sub-grantee.
- o. Borrower/sub-grantee agrees that funds may not be used for any of the following properties:
 - 1) Facilities listed, or proposed for listing, on the National Priorities List (NPL);
 - 2) Facilities subject to unilateral administrative orders, court orders, administrative orders on consent or judicial consent decree issued to or entered by parties under CERCLA;
 - 3) Facilities that subject to the jurisdiction, custody or control of the United States Government except land held in trust by the United States Government for an Indian tribe; or
 - 4) A site excluded from the definition of a brownfields site for which EPA has not made a property-specific funding determination.
- p. Borrowers/Sub-grant recipients shall comply with applicable EPA assistance regulations (40 CFR Part 31 for governmental entities or 40 CFR Part 30 for nonprofit organizations). All procurement conducted with sub-grant funds must comply with 40 CFR part 31.36 or 40 CFR Part 30.40-30.48, as applicable.
- q. Borrowers/Sub-grantees must promptly refer to EPA's Inspector general any credible evidence that a principal, employee, agent, sub-grantee contractor, subcontractor, loan recipient, or other person has submitted a false claim under the False Claims Act or has committed a criminal or civil violation of laws pertaining to fraud, conflict of interest, bribery, gratuity, or similar misconduct involving funds provided under the sub-grant.
- r. Borrowers/sub-grantees shall agree to abide by the "Buy American" provisions in Section 1605 of the American Recovery and Reinvestment Act of 2009.
- s. Borrowers/sub-grantees who may be States, Local Governments, or Non-Profit Organizations shall agree to separately identify the proceeds of a BCRLF-ARRA loan or subgrant as part of their Federal awards under the Recovery Act on their Schedule of Expenditures of Federal Awards (SEFA) and the Data Collection Form (SF-SAC) required by OMB Circular A-133.
- t. Borrowers/sub-grantees shall agree to abide by the "Six Good Faith Efforts" procurement requirements as established in 40 CFR, part 33, Subpart C.
- u. Borrowers/sub-grantees shall agree to complete and submit to SC DHEC, EPA Form 5700-52A ("MBE/WBE Utilization Under Federal Grants, Cooperative Agreements and Interagency Agreements") beginning with the Federal fiscal year reporting period the borrower/sub-recipient receives a loan or sub-grant and continuing until the

remediation project is completed and all proceeds are disbursed. The reporting shall be provided to SC DHEC semi-annually, with reporting periods ending March 31st and September 30th. The reports must be submitted no later than April 15th and October 15th for each semi-annual period. Reports should be sent to:

Mr. Robert F. Hodges, Jr., P.G.
Bureau of Land and Waste Management
SC DHEC
2600 Bull Street
Columbia, SC 29201

- v. Borrowers/sub-grantees agree to display the ARRA Logo in a manner that informs the public that the project is an ARRA investment.
- w. Borrowers/sub-grantees agree to comply with Title VI of the Civil Rights Act of 1964, Section 504 of the Rehabilitation Act of 1973, Title IX of the Education Amendments of 1972, and the Age Discrimination Act of 1975. Other civil rights laws may impose additional requirements on borrowers/sub-grantees. These laws include, but are not limited to, Title VII of the Civil rights Act of 1964 (prohibiting race, color, national origin, religion, and sex discrimination in employment), the Americans with Disabilities Act (prohibiting disability discrimination in employment and in services provided by State and local governments, businesses and non-profit agencies), and the Fair Housing Act (prohibiting race, color, national origin, age, family status, and disability discrimination in housing), as well as any other applicable civil rights laws.
- x. Borrower/sub-grantees agree that both it and its subcontractors shall comply with Section 1553 of the ARRA, which prohibits all non-federal Contractors, including the State, and all contractors of the State, from discharging, demoting or otherwise discriminating against an employee for disclosures by the employee that the employee reasonably believes are evidence of: (1) gross mismanagement of a contract relating to ARRA funds; (2) a gross waste of ARRA funds; (3) a substantial and specific danger to public health or safety related to the implementation or use of ARRA funds; (4) an abuse of authority related to implementation or use of ARRA funds; or (5) a violation of law, rule, or regulation related to an agency contract (including the competition for or negotiation of a contract) awarded or issued relating to ARRA funds. Borrower/sub-grantees agree that it and its subcontractors shall post notice of the rights and remedies available to employees under Section 1553 of Title XV of Division A of the ARRA.
- y. Borrower/sub-grantees agree that if they or one of their subcontractors fails to comply with all applicable federal and state requirements governing the use of ARRA funds, SC DHEC may withhold or suspend, in whole or in part, funds awarded under the program, or recover misspent funds following an audit. This provision is in addition to all other remedies available to the SC DHEC under all applicable state and federal laws.

6. Borrowers/sub-grantees may be allowed to purchase insurance including environmental insurance, if the expense is incidental to, and associated with BCRLF-ARRA costs it incurs for site-specific cleanup activities (e.g., workers compensation). Incidental insurance purchased by a borrower is not counted against the borrower's ten percent limit on administrative costs.
7. Borrowers/sub-grantees may be allowed to use BCRLF-ARRA funds for the sole purpose of purchasing environmental insurance, with prior DHEC and EPA approval, if the purchase of such insurance is necessary to carry out other removal activities. Removal activities associated with BCRLF-ARRA funded insurance must be carried out in accordance with the terms and conditions of the Borrower's contract with DHEC, CERCLA and the NCP.

Updated: 19-Aug-10 / RCM

L:\CRDC\Brownfields RLF\DOCS & FORMS\applications\BCRLF-ARRA Loan - Sub-grant Requirements for Borrowers and Grantees.docx

Subject: Intergovernmental agreement for Pennies Project # 03-0010
Importance: High

Hi Jim,

As promised here is the electronic version of the draft of the Intergovernmental Agreement for Pennies Project # 10. I apologize for the Utilities cost estimate error and offer the following revised budget option for the agreement.

COUNTY SHALL:

(a) Reimburse the CITY for all eligible costs submitted by the CITY and approved by the COUNTY as provided for under the terms of this Agreement, not to exceed the amount shown in (b) below without County Council approval of reimbursement of additional funding. COUNTY shall have the right to determine the validity, acceptability, form and completeness of documentation necessary to validate the actual costs incurred by the CITY.

(b) Provide maximum PROJECT funding in the amount of: \$4,780,711.00 The maximum project funding amount shall be broken down as follows.

1. Design, Permitting, & Construction - including Acquisitions	
(2), Relocation, Demolition, Construction Engineering, Utility	
Relocations, Contingencies & Inspection Services:	
Part I - DLB to Wilson Street /1block	
\$1,714,800.00	
Part II - Wilson to Columbia /6 blocks	
+ RR crossing closures (2) and RR crossing construction (1)	
\$3,065,911.00	
Total	Project Cost
\$4,780,711.00	

This budget reflects a cost difference of + 396,785 from the original County estimate of 4,383,926. The noted dollar amount of 396,785 reflects the additional funding needed for the property acquisition, relocation, demolition and ROW agent costs for the two properties on the Lower White Street block needed to construct the project. I have assumed a figure of 450,000 for Part I Utility relocation costs. I still have concerns about the Utility relocation costs for the project. Please feel free to call me to discuss this revised budget in more detail.

Thanks a lot,

Mary

Mary DiFabio Foote
Textile Corridor & Old Town Redevelopment Supervisor City Hall
155 Johnston Street, Room 220
City of Rock Hill, South Carolina
29731
803-326-3817 (P)
803-329-7007 (F)
mfoote@cityofrockhill.com



ROCKHILL-#90826-v1-Pennies_for_Project_Agreement_between_City_County_-_White_Street_RR.DOC

FAMILY TRUST
Federal Credit Union



January 17, 2014

U.S. EPA
Office of Brownfields and Land Revitalization
1200 Pennsylvania Ave, N.W.
Washington, DC 20460

Dear Members of the Selection Committee,

I am writing in support of the City of Rock Hill's application for the Brownfields Clean Up Grant. The Credit Union's location is within a block of the Rock Hill Printing and Finishing Company (the Bleachery), but our credit union was actually founded in the mailroom of the RHP&F company. In 1957, seven employees of Rock Hill Printing and Finishing Co. (RHP&F), a subsidiary of Lowenstein Corporation, applied for a federal credit union charter, and our new credit union was born. From the 1960s through the '80s, the credit union grew and prospered, even during occasional difficult economic times. When the credit union's original sponsor was sold in 1985 the credit union was granted a charter to serve all people who live or work in "the community". In 1988 the name was changed to Family Trust Federal Credit Union.

Family Trust is very interested and involved in the development of the Knowledge Park/Textile Corridor area of the City, with plans for a new headquarters on White Street. The planned 36,000-square-foot, three-story building on 2.5 acres brings the credit union's headquarters back to the area where it opened in 1957 to serve employees of the Bleachery. The estimated \$7.5 million project will feature an atrium, a community room, and a terrace for employees. The building will house an estimated 65 people, including administrators and back-office employees such as accounting, marketing and IT. Construction is expected to begin in the spring of 2014.

Speaking as CEO, Family Trust Federal Credit Union fully supports the City of Rock Hill's application for this grant, and will be an active participant in the redevelopment efforts in the surrounding area. Please feel free to contact me if you have any questions or you would like any additional information.

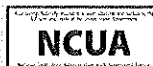
Sincerely,

Lee Gardner
President/CEO
CCUE
Family Trust Federal Credit Union
Phone: (803) 367-4181
lgardner@familytrust.org

P.O. Box 10233
Rock Hill, South Carolina 29731

Local: 803-367-4100
Long Distance: 1-866-755-3537

familytrust.org



Federally insured by NCUA.





January 17, 2014

U.S. EPA
Office of Brownfields and Land Revitalization
1200 Pennsylvania Ave, N.W.
Washington, DC 20460

Dear Members of the Selection Committee,

I am writing in support of the City of Rock Hill's application for the Brownfields Area-Wide Planning Pilot Program Grant. As a member of the Old Cotton Factory, LLC I have been involved in the redevelopment of the Rock Hill Cotton Factory, Rock Hill's oldest mill located in the Textile Corridor area of Rock Hill. In 2006 the Old Cotton Factory, LLC purchased the Rock Hill Cotton Factory and restored the 100,000 square foot historic building to its original splendor and brought approximately \$12 million in private investment to the area. Additionally, as part of my long-term support and commitment to this project Williams and Fudge relocated its offices, and approximately 570 knowledge economy employees, to the renovated Cotton Factory, making it one of the largest employers in the Old Town area.

The renovation of the Rock Hill Cotton Factory has been an important first step in realizing the vision for the Knowledge Park, and the environmental clean-up which would be funded through this grant would provide the necessary next steps to ensure the Bleachery and other key properties along the corridor enjoy the same success and investment that the Cotton Factory has attracted.

I am firmly committed to assisting in the renewal of the Textile Corridor area, and will participate with the City of Rock Hill and its partners in their efforts that take place in the area. As an investor, and business-owner in the Textile Corridor I am dedicated to the overall redevelopment of the Textile Corridor and can bring valuable insight and experience to the redevelopment efforts.

Please feel free to contact me if you have any questions or would like any additional information.

Sincerely,



Gary Williams, CEO

gwilliams@wfcorp.com



The Old Cotton Factory / 300 Chatham Avenue / PO Box 11590, Rock Hill, SC 29731
803.329.9791 / US 800.849.9791 / Fax 803.329.0797
wf@wfcorp.com www.wfcorp.com





January 15, 2014

U.S. EPA
Office of Brownfields and Land Revitalization
1200 Pennsylvania Ave, N.W.
Washington, DC 20460

Dear Members of the Selection Committee,

Sora Development is a real estate development company based in Baltimore, Maryland specializing in universities, municipalities and other institutions to develop, finance, and construct large-scale mixed-use projects encompassing student housing, retail, office, university multi-purpose space, and hotels with a mixed-use mindset. Sora prides itself on its ability to find creative finance and development strategies and work closely with all relevant stakeholders to create vibrant, walkable, and sustainable communities. Our resolve and focus in any Public Private Partnership is to maximize value for all stakeholders by propagating the financial benefit to both the public and private participants.

In September 2013 the City of Rock Hill selected the Sora-Phelps development team from 5 competing master developers to serve as the Master Developer for the Knowledge Park area in Rock Hill. The former Rock Hill Printing and Finishing Company property represents the largest single redevelopment tract in the Knowledge Park, and will be the most immediate focus of our redevelopment and revitalization efforts in Rock Hill. The requested funding will ensure the economic viability the project by ensuring the cleanup of environmental contamination from past uses do not create an undue financial burden as the redevelopment of the site moves forward.

Thank you for your consideration of this request. If you have any questions, or would like any additional information please feel free to contact me at 410.832.0065.

Sincerely,

A handwritten signature in black ink, appearing to read "T. S. Elliott", with a long, sweeping horizontal line extending to the right.

Tim Elliott
Director of Vision and Design



WINTHROP

UNIVERSITY

Office of the President

January 16, 2014

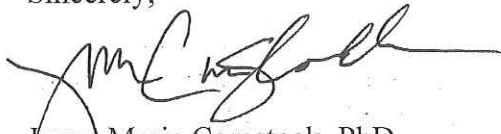
Dear Members of the Selection Committee,

I am writing to express Winthrop University's support for the City of Rock Hill's brownfields cleanup grant application for the former Rock Hill Printing and Finishing Company (the Bleachery) property. This 23-acre site represents a unique opportunity to connect the university's campus to downtown Rock Hill through a development strategy known as The Knowledge Park. Winthrop University is a member of The Knowledge Park Leadership group that leads this initiative.

Winthrop University has made several substantial investments in the areas immediately adjacent to the Bleachery and the Knowledge Park area. We are firmly committed to its partnership with the City of Rock Hill in realizing the vision of a mixed-use, pedestrian friendly corridor which will serve the university's students as well as the Rock Hill community. The requested clean-up grant funding will fill the funding gap needed to complete the environmental remediation necessary to attract public and private resources to redevelop the site.

Please feel free to contact me if you have any questions or would like any additional information.

Sincerely,



Jayne Marie Comstock, PhD.
President

ss



January 22, 2014

Mr. Don West
Environmental Management Support
8601 Georgia Avenue, Suite 500
Silver Spring, MD 20910

Dear Members of the Selection Committee:

I am writing in support of the City of Rock Hill's cleanup grant application for the Bleachery property on behalf of the Rock Hill Economic Development Corporation. The Rock Hill Economic Development Corporation (RHEDC) is firmly committed to promoting and encouraging economic development and vitality in the Rock Hill Community. Over the last 10 years the RHEDC has focused much of its resources and attention on the revitalization and redevelopment of Old Town Rock Hill, the oldest and most historic section of our community.

Old Town Rock Hill's Textile Corridor contains Rock Hill's greatest concentration of brownfields. Working with the City of Rock Hill we have seen the successful redevelopment of the Rock Hill Cotton Factory, the Rock Hill Body Company and we are actively pursuing redevelopment of at least three other brownfields properties in Old Town. We have learned the value and importance of cleaning up contaminated properties in our continued efforts to bring renewed interest and vitality to the Knowledge Park at Old Town. The Bleachery property is the largest single brownfield site in the Knowledge Park area, and the funds requested in this grant will allow for the completion of the environmental cleanup of the property. Like most brownfields sites, the biggest obstacle to attracting private development to the site is the real or perceived risks and liability associated with the site. The funds requested will allow the City of Rock Hill to provide a contaminant free property to the private developers that have expressed interest in investing in the property..

Thank you for your consideration of this request. If you have any questions, or would like any additional information please feel free to contact me at (803) 329-7090.

Sincerely,

Stephen Turner
Executive Director

BUSINESS COMMUNITY LEADERS

Bryant Barnes
Comporium Communications

John Barnes
Comporium Communications

Eddie Boulware
Innovative Computers

Jason Broadwater
RevenFlo

Derick Close
Springs Creative

Bud Dark
The Start Group

Matt Dosch
Comporium Communications

Fred Faircloth
Rock Hill Coca-Cola Bottling Co.

Lee Gardner
Family Trust Federal Credit Union

Jim Hardin
James C. Hardin III, PLLC

Susie Hinton
Community Volunteer
Former Elected Official

Joe Lanford
Owner/Developer of Main Street
Properties

Andy Shene
RHEDC/First Citizens Bank

David Stringer
Insignia Group LC

Gary Williams
Williams & Fudge, Inc.

PUBLIC LEADERS

Mark Farris
York County

Larry Williamson
Winthrop University

Mayor Doug Echols
City of Rock Hill

Dr. John Taylor
Rock Hill Schools

Dr. Greg Rutherford
RHEDC/York Technical College

Stephen Turner
City of Rock Hill/RHEDC

David Vebaun
City of Rock Hill

January 18, 2014

Dear Members of the Selection Committee:

The Knowledge Park Leadership Group is a collaboration of public and private leaders from education, business, and government that have come together to lead change in the heart of the Rock Hill community. Twenty-two (22) private and public organizations have come together to lead the Knowledge Park initiative. These entities have identified development projects to occur over the next five years, offered available real estate for new development or redevelopment, and provided leadership and guidance.

The Knowledge Park concept was developed in 2012 as public and private leaders joined together to implement the redevelopment of the Rock Hill's urban core from Winthrop University, through what was the Textile Corridor, and into downtown. The Knowledge Park is built upon a concentration of knowledge economy businesses and jobs already present. The attraction and growth of knowledge economy businesses and employment will be aided by specific economic development advantages including a streetcar system, advanced telecommunications/electric infrastructure and services, and targeted incentives.

The Knowledge Park Leadership Group is committed to brownfields redevelopment activities in and around the Knowledge Park area, including the West Main/West Black Street Revitalization Corridor. These properties, currently viewed as potential liabilities will become valuable economic development tools, setting Rock Hill and the Knowledge Park apart by demonstrating that this community values sustainable urban development. The activities proposed by the City of Rock Hill will serve as valuable tools in attracting private investment and encouraging revitalization of the area.

For these reasons, the Knowledge Park Leadership Group fully supports and endorses this application for EPA Brownfields assessment funding.

Thank you for your consideration and support of this project.

Sincerely,



Andy Shene



April 29, 2013

Mr. Bob Rosen
Brownfields Project Manager
U. S. Environmental Protection Agency (EPA), Region 4
61 Forsyth Street, SW, 11th Floor
Atlanta, GA 30303-3104

**Subject: Final Analysis of Brownfields Cleanup Alternatives
Rock Hill Bleachery Targeted Brownfields Assessment
Rock Hill, York County, South Carolina
EPA Contract No. EP-W-05-054 (START III, Region 4)
Technical Direction Document No. TTEMI-05-003-0151**

Dear Mr. Rosen:

The Tetra Tech Superfund Technical Assessment and Response Team (START) is submitting the final Analysis of Brownfields Cleanup Alternatives (ABCA) for the Rock Hill Bleachery (RHB) site located in Rock Hill, York County, South Carolina. This ABCA was prepared in support of Phase II environmental site assessment (ESA) activities at the site (see the Final Phase II ESA Report dated March 15, 2013).

SITE BACKGROUND

In 1929, the Rock Hill Printing and Finishing Company (also known as the Bleachery) began operations at 420 West White Street in Rock Hill, York County, South Carolina. RHB produced bleached and dyed cotton and polyester blend fabrics until 1998, when all operations ceased. During operations, the site included a main manufacturing building (main building), which was a combination of five contiguous buildings and numerous separate buildings, generally located on the north side of the main building. The site also included a coal- and oil-fired boiler house, a water treatment plant, a 2 million-gallon reservoir, exterior bulk storage tanks, a foundry, a chrome plating room, a metal wash room, a print roller room, a dye mixing room, a dye creations room, a bleachery, a boil-off room, a machine shop, storage and maintenance buildings, guard houses, offices, and warehouses (see Figure 1 in Attachment 1). Most of the original buildings and subsequent expansion buildings were demolished between 2010 and 2011, leaving only a four-story office building, boiler house, water treatment plant, pump house, guard house, and reservoir.

The City of Rock Hill is interested in redeveloping the property. In May 2010, Irminger Consulting, Inc (ICI), on behalf of the City of Rock Hill, conducted a Phase I ESA at the RHB property. The Phase I ESA consisted of a records review; site reconnaissance; and interviews with personnel knowledgeable about the site; and preparation of the Phase I ESA report.

Based on the Phase I ESA, between October 2010 and April 2011, ICI conducted an interim Phase II ESA to build on existing data and fill data gaps from previous assessment and remediation activities. The interim Phase II ESA was conducted concurrent with demolition activities. The goal of the interim Phase II ESA was to provide a thorough understanding of the environmental risks, allowing safe re-development of the RHB property.

In March 2011, Crossroads Environmental, LLC, completed an asbestos inspection, including asbestos sampling, in the four-story office building and water treatment plant. Asbestos-containing materials (ACM), including floor tiles, pipe insulation, hard joint insulation, and transite panels, were identified in both buildings in conditions ranging from good to significantly damaged. The types of asbestos detected were chrysotile (ranging from 3 percent to 15 percent) and amosite (10 percent).

In September 2012, Tetra Tech, on behalf of the U.S. Environmental Protection Agency (EPA), mobilized to the RHB site, conducted an initial assessment of the property, and identified recognized environmental conditions (REC) and potential RECs that would form the basis for a Phase II ESA Targeted Brownfields Assessment (TBA) sampling strategy. The following were identified as RECs or potential RECs:

- Six underground storage tanks (UST) were closed in place (contents pumped out and USTs filled with a solid foam material). Specifically, three USTs formerly contained varsol, one UST formerly contained diesel, and two USTs formerly contained gasoline. Details regarding the closure of these USTs (including possible closure sampling) are not available. Therefore, it is not known whether the USTs leaked into the surrounding soil before closure.
- Three vaults that formerly contained oil and water were closed in place. Details regarding closure of these vaults (including possible closure sampling) are not available. Therefore, it is not known whether the vaults leaked into the surrounding soil before closure.
- The sump that formerly contained used oil was closed in place during demolition activities. Details regarding closure of the sump (including possible closure sampling) are not available. Therefore, it is not known whether the sump leaked into the surrounding soil before closure.
- The flooded basement of the boiler house was identified as a potential REC. The origin of the water is unknown.
- The former chrome plating area was identified as a REC because soils in this area have historically contained high levels of metals and semivolatile organic compounds (SVOC).
- In most soil samples collected during the interim Phase II ESA, SVOCs — such as benzo(a)anthracene, benzo(a)pyrene, and indeno(1,2,3-cd)pyrene — were not detected; however, the reporting limits for these analytes were above the EPA Regional Screening Levels (RSL) for industrial soil in many samples, thereby precluding the non-detects from being definitive. Soils on the property were identified as a potential REC because it is unknown whether SVOCs are present above EPA RSLs for industrial soil.

PHASE II ACTIVITIES

During the week of October 1, 2012, a Tetra Tech subcontractor, GEL Geophysics, LLC (GEL), mapped all underground structures, objects, and utilities at the RHB property in preparation for the Phase II ESA sampling event. Several areas were identified as potentially containing buried objects, including the areas where known underground structures, such as vaults, sumps, and USTs, are located. Tetra Tech used the map of subsurface features generated by GEL to navigate around buried objects during Phase II ESA sampling activities.

During the week of October 29, 2012, Tetra Tech conducted initial Phase II ESA activities at the RHB property. The purpose of the Phase II ESA was to assess the presence and nature of contamination, if any, and to collect data to formulate the basis for this ABCA. RECs, potential RECs, and other environmental hazards identified during the Phase I and interim Phase II ESA reports, as well as during the site visit, were targeted for assessment. Surface and subsurface soil, groundwater, surface water, and sediment were sampled. The City of Rock Hill also requested that EPA further investigate seven of the areas identified during the geophysical survey to determine whether previously unidentified buried objects, such as USTs, were present. Therefore, in November 2012, Tetra Tech returned to the site and oversaw trenching activities in the seven areas requested by the City of Rock Hill. Based on observations

made during trenching, Tetra Tech returned to the site in December 2012 and collected samples in the former elevator vault and former transformer areas where strong odors were noted during trenching. Because gasoline free product was present in the former transformer area during the December 2012 additional soil sampling event, Tetra Tech delineated the lateral and vertical extent of the gasoline free product contamination on January 10, 2013. See Figures 2A, 2B, 3, and 4 in Attachment 1 for the Phase II ESA sampling, trenching, and soil boring locations. For more information regarding the Phase II ESA activities conducted at the RHB property, see the Final Phase II ESA Report dated March 15, 2013. The results are summarized below:

- Surface soil samples (0 to 1 foot below ground surface [bgs]) collected in the former chrome plating area contained SVOCs and metals at concentrations exceeding EPA RSLs for industrial soil. Subsurface soil samples (2 to 4 feet bgs) contained arsenic at concentrations exceeding its EPA RSL for industrial soil. However, no surface or subsurface soil samples collected from this area contained hazardous substances above EPA Removal Management Levels (RML) for residential or industrial soil. Chromium concentrations did not exceed RSLs or RMLs.
- Surface soil samples (0 to 1 foot bgs) collected from a proposed grassy area, located north of the office building, did not contain any hazardous substances above EPA RSLs for industrial soil. Subsurface soil samples (1.5 to 2 feet bgs) collected from this area contained benzo(a)anthracene, benzo(a)pyrene, benzo(b)fluoranthene, dibenz(a,h)anthracene, and indeno(1,2,3-cd)pyrene at concentrations that exceeded their EPA RSLs for industrial soil. However, no surface or subsurface soil samples collected from this area contained hazardous substances above EPA RMLs for industrial soil. Grid 3 of the proposed grassy area contained pentachlorophenol in a subsurface soil sample at a concentration above its EPA RML for residential soil.
- Composite subsurface soil samples (1 to 1.5 feet bgs) were collected from 18 grids across the property. Of those, 11 grids contained SVOCs at concentrations exceeding their EPA RSLs for industrial soil and nine grids contained arsenic at concentrations exceeding its EPA RSL for industrial soil. However, only one grid, Grid 10 located in the former metal washroom area, contained a hazardous substance (benzo(a)pyrene) at a concentration exceeding its EPA RML for industrial soil. In addition, Grids 1 and 19 contained SVOCs at concentrations exceeding their EPA RMLs for residential soil.
- Soil samples collected around the 10,000-gallon diesel UST (between 2 and 6 feet bgs) contained diesel range organics (DRO) up to 1,370 milligrams per kilogram (mg/kg) and lead up to 225 mg/kg. Soil samples collected around the two 500-gallon gasoline USTs (between 2 and 11 feet bgs) contained gasoline range organics (GRO) up to 12.7 mg/kg and lead up to 51.1 mg/kg. Soil samples collected around the used oil sump contained DRO up to 5,460 mg/kg, GRO up to 3,440J+ mg/kg, and lead up to 393 mg/kg. Soil samples collected around the three oil and water vaults contained DRO up to 14.0 mg/kg and lead up to 14.7 mg/kg. (GRO was not detected.) All of the soil samples collected around the varsol USTs (between 4 and 20 feet bgs) contained varsol range organics (VRO) ranging from 465J- mg/kg to 14,900J- mg/kg. Based on these results, it appears that the diesel UST, used oil sump, and/or the varsol USTs had releases into the surrounding soil. There are no comparison criteria available for DRO, GRO, or VRO. Lead did not exceed its EPA RML of 800 mg/kg for industrial soil in any of the samples collected from these areas.
- Of the six monitoring wells sampled, only one well contained VOCs exceeding EPA Maximum Contaminant Levels (MCL). The sample from monitoring well MW-13, located near the former

machine shop in the office building, contained PCE at 55.7 micrograms per liter ($\mu\text{g/L}$) and TCE at 5.4 $\mu\text{g/L}$, which exceed their EPA MCL of 5.0 $\mu\text{g/L}$.

- Surface water samples collected from the unnamed tributary of Wildcat Creek (which receives runoff from the site) contained zinc up to 129 $\mu\text{g/L}$, which exceeds its freshwater acute (65.04 $\mu\text{g/L}$) and freshwater chronic (58.91 $\mu\text{g/L}$) EPA Region 4 Surface Water Screening Values (SWSV). Sediment samples collected from the unnamed tributary of Wildcat Creek contained PCB-1248 up to 554 micrograms per kilogram ($\mu\text{g/kg}$), which exceeds the EPA Region 4 Sediment Screening Value (SSV) for total polychlorinated biphenyls (PCB) of 33 $\mu\text{g/kg}$. Sediment samples also contained arsenic (9.3J mg/kg), lead (718J mg/kg), and zinc (up to 712J mg/kg) at concentrations exceeding their EPA Region 4 SSVs.
- The water sample collected from the basement of the boiler house contained bis(2-ethylhexyl)phthalate (4.6J $\mu\text{g/L}$), arsenic (5.1 $\mu\text{g/L}$), lead (66.9 $\mu\text{g/L}$), and zinc (238 $\mu\text{g/L}$), among others. No oil-related hazardous substances were detected.
- In November 2012, in response to concern from the City of Rock Hill, Tetra Tech conducted trenching in seven areas that were identified during the geophysical survey as possibly containing buried objects. Tetra Tech did not observe any USTs or other underground structures in the areas of concern; however, Tetra Tech did observe large pieces of construction debris, such as sections of brick walls and concrete foundations. During excavation in the area of the former elevator vault, a strong used oil odor was noted at about 8 feet bgs. Tetra Tech also noted a strong gasoline odor at about 6 feet bgs in one of the trenches in the former transformer area.
- In December 2012, based on observations made during the trenching, Tetra Tech collected samples (up to 8 feet bgs) in the former elevator vault and former transformer areas. The elevator vault samples contained DRO up to 2,720 mg/kg , PCB-1254 at 271 $\mu\text{g/kg}$, anthracene up to 4,740 $\mu\text{g/kg}$, benzo(a)anthracene up to 12,600 $\mu\text{g/kg}$, benzo(a)pyrene up to 6,770 $\mu\text{g/kg}$, benzo(b)fluoranthene up to 8,220 $\mu\text{g/kg}$, chrysene up to 12,900 $\mu\text{g/kg}$, fluoranthene up to 33,100 $\mu\text{g/kg}$, indeno(1,2,3-cd)pyrene up to 4,670 $\mu\text{g/kg}$, phenanthrene up to 21,300 $\mu\text{g/kg}$, and pyrene up to 23,300 $\mu\text{g/kg}$. Benzo(a)pyrene was detected in both elevator vault samples at concentrations exceeding its EPA RML for residential soil. Soil samples collected from the former transformer area contained GRO up to 1,690 $\mu\text{g/kg}$, ethylbenzene at 315J $\mu\text{g/kg}$, isopropylbenzene up to 18,500 $\mu\text{g/kg}$, and methylcyclohexane at 2,190J $\mu\text{g/kg}$. PCBs were not detected. None of these samples contained hazardous substances at concentrations above EPA RMLs for industrial soil.
- In January 2013, because gasoline free product was present in the former transformer area, Tetra Tech advanced soil borings radially from the trench at 20-foot intervals to delineate the lateral and vertical extent of the gasoline free product. Based on the PID screening of the soil borings and visual and olfactory observations, a line of gasoline free product extends laterally about 20 feet north of the trench to about 80 feet south of the trench. Vertically, the free product was identified as deep as 15 feet bgs. Soil samples collected from the former transformer area contained GRO up to 1,690 mg/kg , ethylbenzene up to 1,590J $\mu\text{g/kg}$, isopropylbenzene up to 26,200 $\mu\text{g/kg}$, methylcyclohexane up to 4,210J $\mu\text{g/kg}$, and naphthalene up to 18,100 $\mu\text{g/kg}$. Naphthalene and arsenic were detected in soil samples collected from this area at concentrations exceeding their EPA RSLs for industrial soil. PCBs were not detected in any soil samples collected from the former transformer area. No soil samples collected from this area contained hazardous substances above EPA RMLs for residential or industrial soil.

CLEANUP ALTERNATIVES

See Table 1 in Attachment 2 for a summary of the costs and assumptions associated with the cleanup alternatives discussed below.

Asbestos-Containing Materials

In March 2011, Crossroads Environmental, LLC, completed an asbestos inspection, including asbestos sampling, in the four-story office building and water treatment plant. ACM, including floor tiles, pipe insulation, hard joint insulation, and transite panels, were identified in both buildings in conditions ranging from good to significantly damaged. The types of asbestos detected were chrysotile (ranging from 3 percent to 15 percent) and amosite (10 percent). The area containing ACM in the office building is about 10,575 square feet (ft²). The office building also contains about 16,900 linear feet (LF) of ACM piping and caulking. The area of ACM present in the water treatment plant is about 1,600 ft², and about 600 LF of ACM piping and caulking are also present. At an estimated cost of about \$5.00 per square foot, the estimated cost to remove the asbestos from the areas identified during the March 2011 ACM inspection and sampling event is about \$105,000.

Prior to abatement activities, a plan should be prepared to assess and address ACM. All ACM should be removed by a South Carolina licensed asbestos abatement contractor and a South Carolina licensed asbestos supervisor should oversee these operations. A South Carolina licensed asbestos inspector should be on site during renovation activities to identify ACM prior to hauling material offsite for disposal. The renovation plans should address appropriate control measures to mitigate exposure risks during these activities. Cost estimates for additional ACM assessment and removal, and oversight of ACM-related activities should be prepared when final plans for site buildings are determined.

Soil Contamination

Samples collected during the Phase II ESA sampling event were intended to identify contamination at the site based upon known and suspected historical operations. Surface and subsurface soil samples were collected from areas of the site suspected to have been impacted by historical site operations. Analytical results revealed SVOC and metals contamination above EPA RSLs for industrial soil in samples collected throughout the site. However, only benzo(a)pyrene, a polycyclic aromatic hydrocarbon (PAH), was detected above its EPA RML for industrial soil in one grid (Grid 10) in the central portion of the property. Grid 3 of the proposed grassy area contained pentachlorophenol at a concentration above its EPA RML for residential soil. Tetra Tech evaluated remediation options for addressing the soil contamination and selected three cleanup alternatives for consideration.

Option 1 – Removal of Contaminated Soil and USTs

Removing the contaminated soil would involve excavating soil that was found to exceed comparison criteria and backfilling the excavation with soil from a clean source. EPA RMLs for industrial soil provide appropriate comparison values for determining levels of SVOCs that may require additional response activities, including removal. Total petroleum hydrocarbons, such as DRO, GRO, and VRO, were detected at significant quantities around underground structures on site; however, there are no federal or state comparison criteria for these constituents.

Excavation of soil would likely be confined to Grid 10, an area approximately 100 feet by 100 feet. Excavation would be limited to the top 2 feet of soil, the typical vertical extent of EPA removal activities, which would achieve cleanup levels appropriate for most brownfields uses. The proposed area of

excavation would remove all the surface soil in Grid 10, an area approximately 100 feet by 100 feet. If excavated to a depth of 2 feet, the volume of the excavation would be about 740 cubic yards (in ground volume).

During demolition activities, the elevator located on the southeastern portion of the RHB property was removed and the elevator vault was filled with sand and gravel. The dimensions of elevator vault are about 5 feet by 5 feet and the depth of the vault is estimated to be between 10 feet and 15 feet. Because SVOC contamination is present in the vault, Tetra Tech recommends removing all of the current fill material and backfilling with clean soil or concrete. The volume of the excavation would be about 9 cubic yards (in ground volume).

An area contaminated with gasoline free product is present in the former transformer area. The free product extends laterally about 100 feet and vertically to a depth of 15 feet bgs. The width of the area is estimated to be about 20 feet. The volume of the excavation would be about 1,100 cubic yards (in ground volume). Preliminary re-use plans for this area include a multi-story mixed commercial and residential complex. Once the area of gasoline free product is removed, the likelihood of residents coming into contact with any contaminated soil that might remain is very low.

A price quote for contaminated soil removal was provided by SAEDACCO. While these prices should not be considered binding, they offer an order-of-magnitude estimate for contaminated soil removal and backfill. The cost for mobilization/demobilization and to decontaminate equipment is about \$850. The cost to remove contaminated soil, including backfill with clean soil and restoration, is approximately \$40 per cubic yard, and transportation and disposal (as non-hazardous waste) is approximately \$75 per cubic yard. The estimated removal option cost, based on these quantities and unit costs, would be approximately \$213,600. Post-removal soil sampling to confirm appropriate removal of contaminants has been achieved could be expected to cost an additional \$5,000. While this may be an expensive option, it is also the quickest, accomplishing treatment in about one week. However, if post-removal confirmation sampling reveals contamination is still present at levels that exceed the EPA RMLs for industrial soil in samples located below the excavation areas, institutional controls will need to be implemented to ensure that future populations are not exposed.

Based on analytical results, it appears that the 10,000-gallon diesel UST, used oil sump, and the varsol USTs (one 12,000-gallon and two 10,000-gallon) leaked hazardous substances into the surrounding soil. These underground structures are believed to be buried about 3 feet bgs. 10,000-gallon and 12,000-gallon USTs typically have a diameter of between 10 feet and 10.5 feet; therefore, the depth of the excavation of these USTs should be about 15 feet bgs. The cost of the excavation and disposal of the four USTs and the used oil sump, including the excavation of the surrounding contaminated soil (approximately 5 feet to each side), is estimated to be about \$30,000. The estimated transportation and disposal cost of the excavated contaminated soil (about 1,000 cubic yards) is approximately \$75 per cubic yard and the replacement of the disposed soil and USTs (about 1,700 cubic yards) with certified clean soil from off site is estimated to cost about \$25 per cubic yard.

Option 2 – Engineering Controls

Engineering controls are intended to prevent continued release of contamination and contact with impacted material. The environmentally impacted material for this site is soil, and it can be covered with physical barriers such as concrete pavement or asphalt to prevent contact. The contaminants remain in the soil, but the physical barrier prevents exposure. If the redevelopment plan for the areas proposed for excavation in Option 1 calls for pavement or foundations, then the asphalt or concrete will be an effective barrier, provided none of the hazardous soil is moved to greenspace areas during grading activities and all

impacted material is covered with asphalt or concrete. If the redevelopment plan for the areas proposed for excavation in Option 1 is greenspace, one solution is the installation of a compacted clay cap on top of the contaminated areas with a topsoil cover on the surface that would allow vegetative cover. The design goal of the clay cap is to remove or isolate contaminant pathways, including surface soil exposure and water infiltration and migration.

The size of the proposed areas to be capped is approximately 20,000 ft² (one 100 foot by 100 foot grid, varsol UST area, diesel UST area, used oil sump area, oil and water vault area, and gasoline free product area). The cost for installing the cap, including a topsoil cover and seeding, is estimated to be about \$30 per cubic yard, or \$50,000 for the area. The clay cap would also require institutional controls, such as administrative and legal controls, and a monitoring and maintenance program would need to be implemented.

Option 3 – Bioventing

Bioventing involves pumping ambient air into the subsurface to accelerate the natural aerobic biodegradation of product constituents. This procedure has been used successfully on numerous petroleum UST sites. The advantage of bioventing is that contaminant concentrations can be reduced in a shorter time period than natural attenuation and without the massive site disturbance required during soil excavation. Property disturbance is limited to the installation of air injection wells and the necessary temporary equipment (pumps, piping, etc.) around the treatment zone. Bioventing provides a compromise between the lengthy, but inexpensive, natural attenuation option and the quick, but costly, excavation option. Bioventing sites have an average initial degradation rate of 1,200 milligrams per kilogram per year (mg/kg/yr), which typically decreases to around 700 mg/kg/yr after 12 months. Based on the levels of contamination on site, this rate of degradation would decrease SVOC levels to well below EPA RMLs for industrial soil within about 1 year.

The cost of bioventing varies widely, depending on the scale of the project. EPA estimates bioventing treatment, including the costs associated with equipment maintenance, generally costs between \$30 and \$90 per cubic yard of treatment area, depending on the scale of the project. The RHB site would be considered a smaller site and would be expected to cost more per cubic yard to treat. Using an estimated cost of \$85 per cubic yard, the cost to treat 1,850 cubic yards of contaminated soil is estimated at \$157,165 (not including the cost of installing the air injection wells and the cost of post-treatment sampling to ensure that PAH concentrations are below EPA RMLs for industrial soil).

Groundwater Contamination

Between 1998 and 2006, 21 monitoring wells were installed and sampled on the RHB property. Six monitoring wells historically contained VOCs at concentrations exceeding their detection limits. These monitoring wells (MW-11, MW-13, MW-14, MW-15, MW-17, and MW-18) were sampled during the Phase II ESA and the samples were analyzed for VOCs. Of the six monitoring wells sampled, only one well contained VOCs exceeding EPA MCLs. The sample from monitoring well MW-13, located near the former machine shop in the office building, contained PCE at 55.7 µg/L and TCE at 5.4 µg/L, which exceed their EPA MCLs of 5.0 µg/L. Tetra Tech evaluated remediation options for addressing the groundwater contamination at RHB and selected two cleanup alternatives for consideration.

Option 1 – Natural Attenuation

According to EPA, natural attenuation is defined as, “*Reliance on natural attenuation processes (within the context of a carefully controlled and monitored site cleanup approach) to achieve site-specific*

remediation objectives within a time frame that is reasonable compared to that offered by other more active methods. The 'natural attenuation processes' that are at work in such a remediation approach include a variety of physical, chemical, or biological processes that, under favorable conditions, act without human intervention to reduce the mass, toxicity, mobility, volume, or concentration of contaminants in soil or groundwater. These in-situ processes include biodegradation; dispersion; dilution; sorption; volatilization; radioactive decay; and chemical or biological stabilization, transformation, or destruction of contaminants." Because contaminated soil is the most likely source of the groundwater contamination at RHB, the removal of the contaminated soil would prevent future releases of hazardous substances to the underlying groundwater. Also, groundwater is not a source for private or municipal drinking water; therefore, natural attenuation at the RHB site may be appropriate. Groundwater use restrictions may also be necessary if this option is chosen.

Option 2 – Pump and Treat

Pump-and-treat is one of the most widely used groundwater remediation technologies. In a pump-and-treat system used for cleanup, contaminated groundwater is captured and pumped to the surface for treatment. This requires locating the groundwater contaminant plume in three dimensional space, determining aquifer physical and chemical properties, designing a capture system, and installing extraction (and in some cases injection) wells. Monitoring wells/piezometers used to check the effectiveness of the pump-and-treat system are an integral component of the system. Injection wells are often used to enhance the extraction system by flushing contaminants (including some in the vadose zone) toward extraction wells or drains. Once the groundwater has been pumped to the surface, it is treated biologically or chemically to remove the contaminants, and discharged to a water treatment plant or under a National Pollutant Discharge Elimination System (NPDES) permit. There are five treatment technologies typically used with pump-and-treat systems that are applicable to VOC contamination: 1) chemical oxidation, 2) distillation, 3) air stripping, 4) steam stripping, and 5) activated carbon. Air stripping is the most commonly used treatment option for TCE. Air stripping is a treatment process whereby contaminated groundwater is pumped from the subsurface and then exposed to a flow of air. By greatly increasing the surface area of contaminated water exposed to air, dissolved volatile chemicals are removed from the water and transferred to the air.

The cost for installing and monitoring an air stripping pump-and-treat system at the RHB site is estimated to be about \$200,000, assuming existing on-site monitoring wells can be incorporated into the system. This option would restrict re-development of the property.

Boiler House Basement

According to City of Rock Hill personnel, the basement of the boiler house has been flooding since it was built. It is believed that the boiler house was built on top of a natural spring, but this information has not been confirmed. During operations, the basement water was continuously pumped out so that personnel could access the basement for maintenance and to clean the boilers. Since operations ceased, the basement has been periodically pumped out by the City of Rock Hill, but for the most part remains flooded. In 2012, oil was spilled inside the boiler house during unauthorized removal of some of the piping. ICI cleaned up the spill. During the 2012 Phase II ESA, a water sample was collected from the basement of the boiler house, and bis(2-ethylhexyl)phthalate (4.6J µg/L), arsenic (5.1 µg/L), lead (66.9 µg/L), and zinc (238 µg/L) were detected, among others. No oil-related hazardous substances were detected. The basement is approximately 3,100 square feet with a 10-foot ceiling; therefore, the volume of water contained in the basement is about 232,000 gallons (31,000 cubic feet or 1,150 cubic yards).

Tetra Tech recommends that the water in the basement of the boiler house be pumped out and the point of entry for the water determined. Once the point of entry is identified, the area should be sealed along with the rest of the basement. The seals will need to be properly and periodically maintained so as to prevent future flooding. The cost of pumping out the basement water, locating the breach, sealing the entire basement, and installing a sump with sump pump is estimated to be about \$20,000, assuming the basement water can be pumped into the on-site reservoir.

CONCLUSIONS

For soil contamination at the RHB property, three cleanup options were considered: (1) removal and disposal, (2) installation of engineering controls, and (3) bioventing. Removal of the contaminated soil is the most expensive option; however, the amount of time required is minimal and the re-use options for the property would be unrestricted for industrial use. The preliminary re-use plans for the majority of the RHB property include commercial retail space and office space. However, the preliminary re-use plan for one area of the property, where the gasoline free product is currently located, is for a multi-story mixed commercial and residential complex. If the area of gasoline free product is removed, the likelihood of residents coming into contact with any contaminated soil that might remain is very low. Engineering controls are much less expensive, but would require regular inspections and maintenance. The cost of bioventing is less expensive than removal and disposal, but not by much, and it would take about a year to complete.

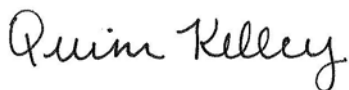
For groundwater contamination, natural attenuation is the best option for the RHB property because groundwater is not a source for private or municipal drinking water in the Rock Hill area. Groundwater use restrictions, however, may be necessary if this option is chosen.

The water contained in the basement of the boiler house should be pumped out and the basement should be sealed to prevent future flooding.

ACM abatement plans should be a central part of any renovation undertaking.

If you have any questions regarding this report or the response, please call me, Quinn Kelley, at (678) 775-3101.

Sincerely,



Quinn Kelley
Tetra Tech START III Site Manager



Andrew F. Johnson
Tetra Tech START III Program Manager

Attachments (2)

cc: Katrina Jones, EPA Project Officer
Angel Reed, START III Document Control Coordinator

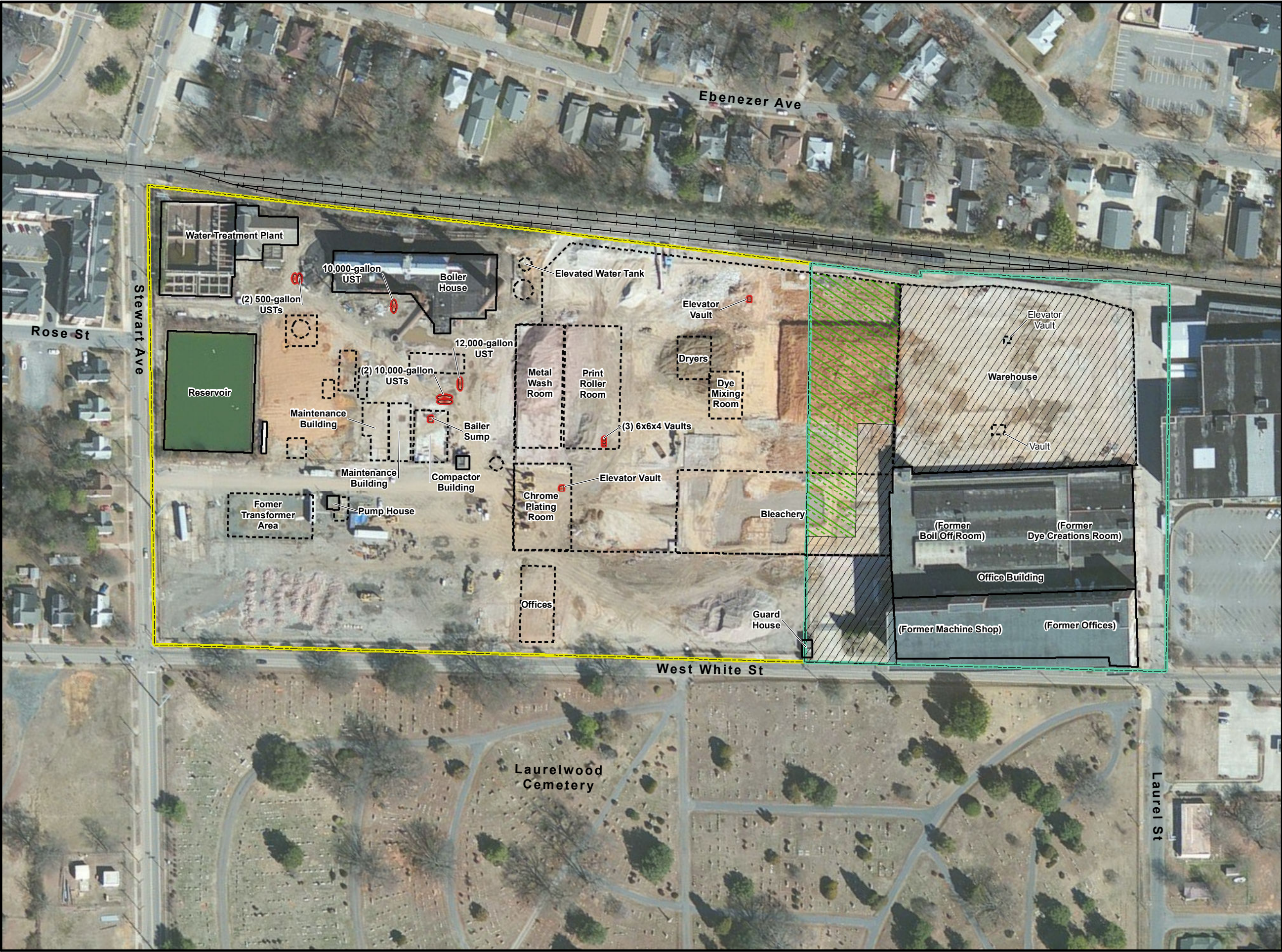
ATTACHMENT 1

FIGURES

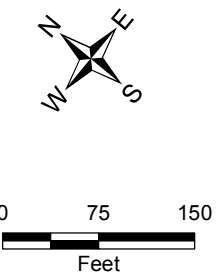
(Five Pages)

FIGURE

- 1 SITE LAYOUT
- 2A SAMPLING LOCATIONS
- 2B SAMPLING LOCATIONS
- 3 GEOPHYSICAL SURVEY AREAS OF CONCERN AND TRENCH LOCATIONS
- 4 ADDITIONAL SOIL SAMPLING LOCATIONS AND FORMER TRANSFORMER AREA
FREE PRODUCT DELINEATION

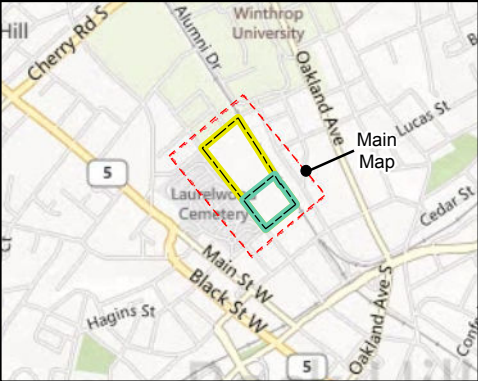



- Legend**
- Railroad Track
 - Proposed Grassy Area
 - Proposed Paved Area
 - Underground Features
 - Existing Structure
 - Former Structure
 - Current Property Boundary
 - Proposed Subdivided Southern Parcel



Note:
UST - Underground storage tank

Map Source:
Bing Aerial Imagery Service, 2011.
York County GIS, and Imringer Consulting, Inc.






United States
Environmental Protection Agency
Region 4

FIGURE 1
Site Layout

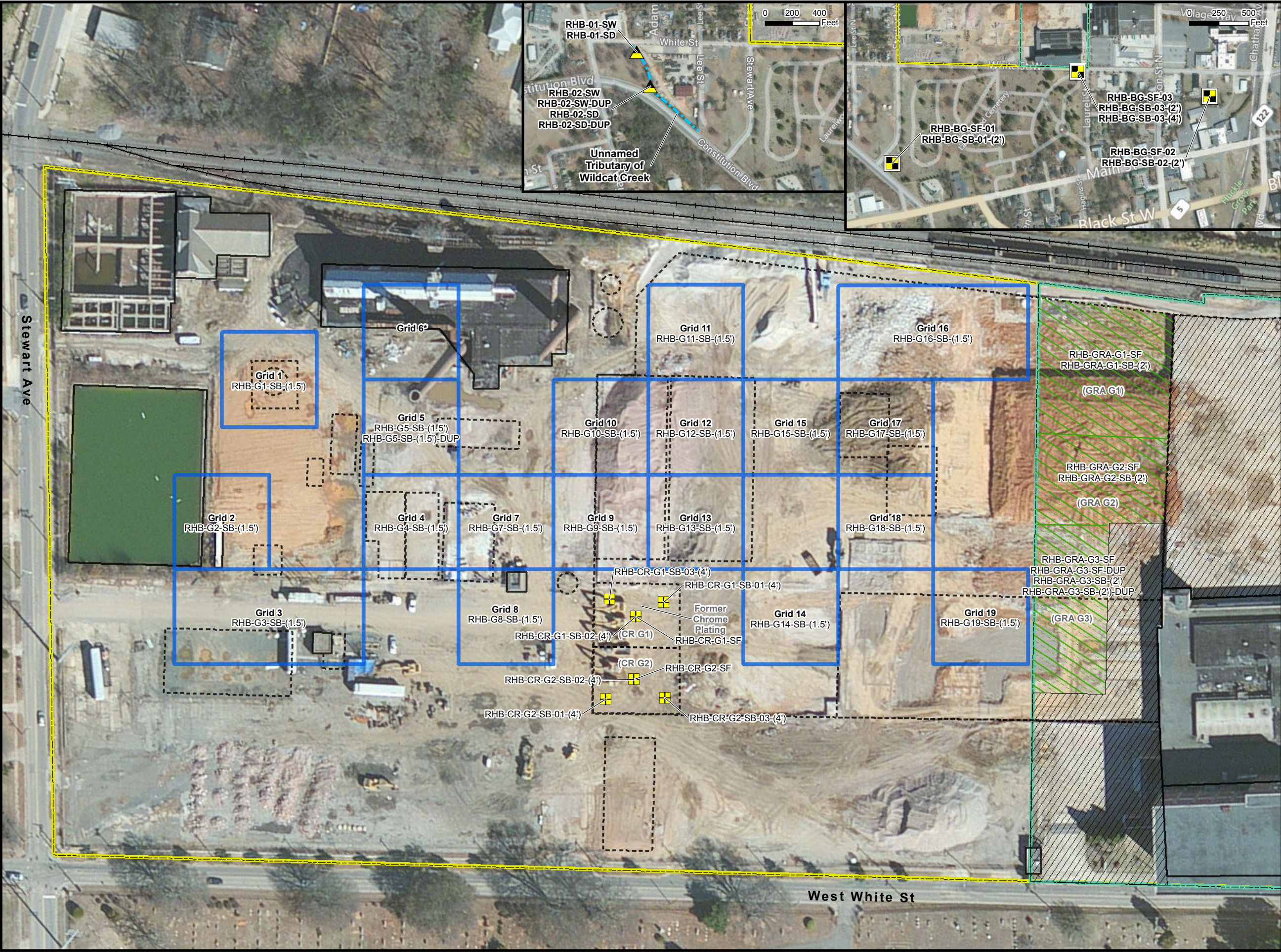
TDD Name:	Rock Hill Bleachery TBA	
TDD No.:	TTEMI-05-003-0151	
City:	County:	State:
Rock Hill	York	South Carolina



TETRA TECH

Date:
2/15/2013

Analyst:
date.vonbusch



Legend

- Composite Surface and Grab Subsurface Soil Sample
- Background Composite Surface and Subsurface Soil Sample
- Surface Water and Sediment Sample
- Sampling Grid
- Railroad Track
- Proposed Grassy Area
- Proposed Paved Area
- Existing Structure
- Former Structure
- Current Property Boundary
- Proposed Subdivided Southern Parcel

0 50 100 Feet

Notes:

- * - Not sampled
- (#) - Bottom depth of sample in feet
- BG - Background
- CR - Chrome plating area
- DUP - Duplicate
- G - Grid
- GRA - Grass area
- RHB - Rock Hill Bleachery
- SB - Subsurface
- SD - Sediment
- SF - Surface
- SW - Surface Water

Map Source:
Bing Aerial Imagery Service, 2011.
York County GIS, and Irminger Consulting, Inc.

United States Environmental Protection Agency Region 4

FIGURE 2A

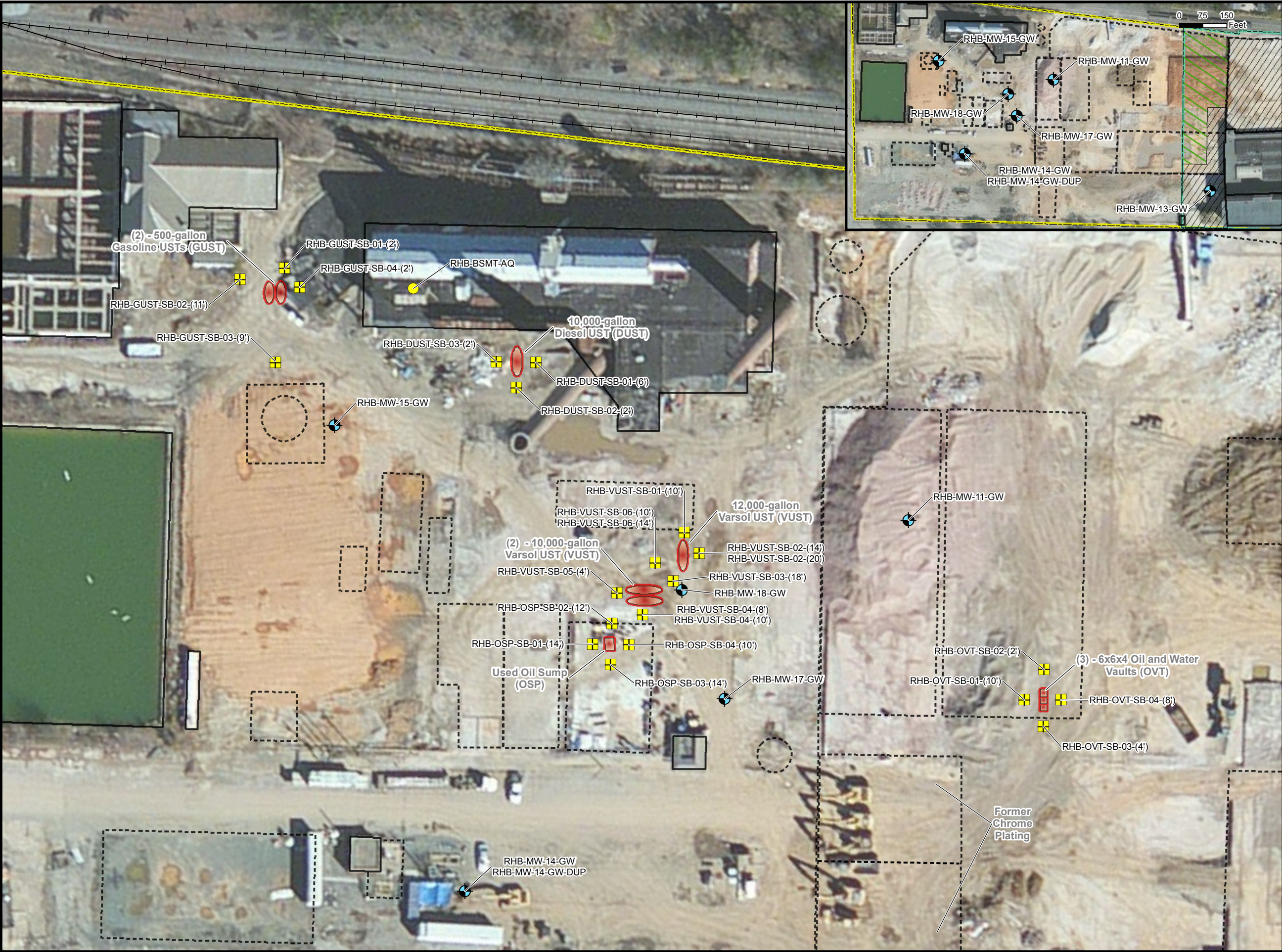
Sampling Locations

TDD Name: Rock Hill Bleachery TBA

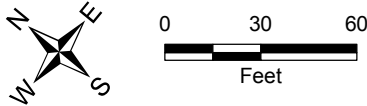
TDD No.: TTEMI-05-003-0151

City: Rock Hill **County:** York **State:** South Carolina

Date: 2/15/2013
Analyst: date.vonbusch

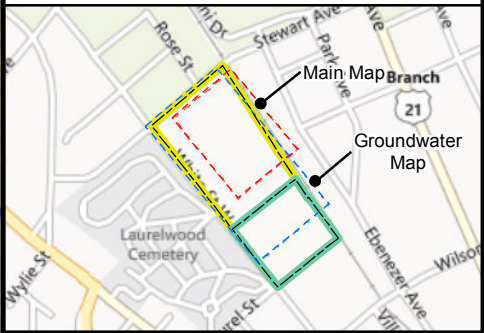


- Legend**
- Aqueous Sample
 - Grab Subsurface Soil Sample
 - Groundwater Sample
 - Railroad Track
 - Proposed Grassy Area
 - Proposed Paved Area
 - Underground Features
 - Existing Structure
 - Former Structure
 - Current Property Boundary
 - Proposed Subdivided Southern Parcel



Notes:
(#) - Bottom depth of sample in feet
AQ - Aqueous
BSMT - Basement
DUP - Duplicate
DUST - Diesel UST
GUST - Gasoline UST
GW - Groundwater
MW - Monitoring well
OSP - Oil sump
OVT - Oil vault
RHB - Rock Hill Bleachery
SB - Subsurface
UST - Underground storage tank
VUST - Varsol UST

Map Source:
Bing Aerial Imagery Service, 2011.
York County GIS, and Irmingier Consulting, Inc.



United States Environmental Protection Agency Region 4

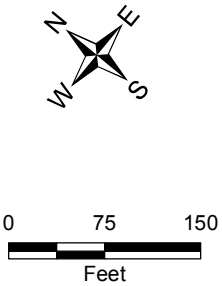
FIGURE 2B
Sampling Locations

TDD Name: Rock Hill Bleachery TBA
TDD No.: TTEMI-05-003-0151
City: Rock Hill
County: York
State: South Carolina

TETRA TECH
Date: 2/15/2013
Analyst: date.vonbusch

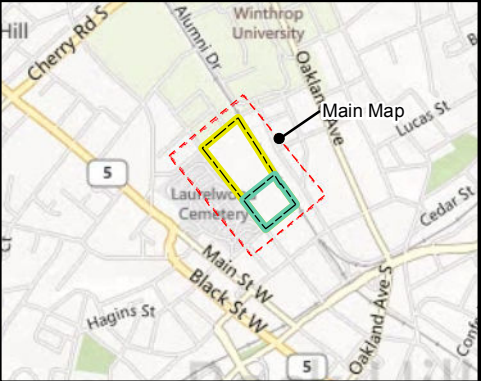


- Legend**
- Trench
 - Area of Concern
 - Railroad Track
 - Underground Features
 - Existing Structure
 - Former Structure
 - Current Property Boundary
 - Proposed Subdivided Southern Parcel



Notes:
AOC - Area of concern
BGS - Below ground surface
UST - Underground storage tank

Map Source:
Bing Aerial Imagery Service, 2011.
York County GIS, and Imringer Consulting, Inc.



United States
Environmental Protection Agency
Region 4

FIGURE 3
Geophysical Survey Areas
of Concern and Trench Locations

TDD Name: Rock Hill Bleachery TBA
TDD No.: TTEMI-05-003-0151
City: Rock Hill **County:** York **State:** South Carolina

TETRA TECH
Date: 2/5/2013
Analyst: date.vonbusch

ATTACHMENT 2

TABLE

(One Page)

TABLE 1
COSTS AND ASSUMPTIONS ASSOCIATED WITH REMEDIAL ALTERNATIVES

Remedial Alternative	Cost (USD)	Assumptions
Asbestos-Containing Materials		
Abatement and Removal	\$105,000	The four-story office building contains about 10,575 square feet and 16,900 linear feet of ACM. The water treatment plant contains about 1,600 square feet and 600 linear feet of ACM. Assume an estimated cost of \$5 per square foot.
Soil Contamination		
Option 1 – Removal of Contaminated Soil and USTs	\$374,450	Using RMLs for industrial soil, assume the area of excavation includes: 100 feet by 100 feet by 2 feet, or 740 cubic yards of contaminated soil in Grid 10; 5 feet by 5 feet by 10 feet, or 9 cubic yards of contaminated sand and gravel in the elevator vault; and 100 feet by 20 feet by 15 feet, or 1,100 cubic yards of contaminated soil in the former transformer area. Assume removal and disposal of four USTs (three 10,000-gallon and one 12,000-gallon) and the used oil sump buried about 3 feet below ground surface, with about 5 feet of contaminated soil on all sides (estimated total of 1,100 cubic yards of contaminated soil). Assume the cost for mobilization/demobilization and to decontaminate equipment is about \$850. Assume an estimated cost of \$75 per cubic yard for transportation and disposal of contaminated soil. Assume an estimated cost of \$25 per cubic yard for replacement certified clean soil. Assume all excavated soil will be disposed of as non-hazardous. Assume all excavated areas will be backfilled with certified clean soil, compacted, and re-seeded.
Option 2 – Engineering Controls	\$50,000	Assumes re-development plan of contaminated areas (about 12,000 square feet) is for greenspace. Clay cap installation includes clean topsoil cover and seeding. Requires institutional controls, and a monitoring and maintenance program (not included in the cost).
Option 3 - Bioventing	\$157,165	Assumes a degradation rate of 1,200 milligrams per kilogram per year. Assumes an estimated cost of \$85 per cubic yard. Does not include the cost of installing the air injection wells and the cost of post-treatment sampling.
Groundwater Contamination		
Option 1 – Natural Attenuation	\$0	Assumes the source of the groundwater contamination is or has been removed.
Option 2 – Pump and Treat	\$200,000	Assumes an air stripping treatment process. Assumes existing on-site monitoring wells can be incorporated into the system. This option would restrict re-development of the property.
Boiler House Basement		
Pump Water Out and Seal	\$20,000	Assumes the volume of water in the basement is about 232,000 gallons. Assumes the basement water can be pumped into the on-site reservoir. Does not include the cost of properly and periodically maintaining the seals to prevent future flooding.

Notes: ACM=Asbestos-containing material RML= Removal Management Level USD=United States dollar UST=Underground storage tank

Appendix 3 Other Factors Checklist

Name of Applicant: City of Rock Hill

Please identify (with an **X**) which, if any of the below items apply to your community or your project as described in your proposal. To be considered for an Other Factor, you must include the page number where each applicable factor is discussed in your proposal. EPA will verify these disclosures prior to selection and may consider this information during the selection process. If this information is not clearly discussed in your narrative proposal or in any other attachments, it will not be considered during the selection process.

Other Factor	Page #
Community population is 10,000 or less	
Federally recognized Indian tribe	
United States territory	
Applicant will assist a Tribe or territory	
Targeted brownfield sites are impacted by mine-scarred land	
Targeted brownfield sites are contaminated with controlled substances	
Recent natural disaster(s) (2006 or later) occurred within community, causing significant community economic and environmental distress	
Project is primarily focusing on Phase II assessments.	
Applicant demonstrates firm leveraging commitments for facilitating brownfield project completion by identifying amounts and contributors of funding in the proposal and have included documentation	X
Community experienced manufacturing plant closure(s) (2008 or later) tied to the targeted brownfield sites or project area, including communities experiencing auto plant closures due to bankruptcy or economic disruptions.	
Recent (2008 or later) significant economic disruption (<u>unrelated</u> to a natural disaster or manufacturing/auto plant closure) has occurred within community, resulting in a significant percentage loss of community jobs and tax base.	X
Applicant is a recipient or a core partner of a HUD-DOT-EPA Partnership for Sustainable Communities (PSC) grant that is directly tied to the project area, and can demonstrate that funding from a PSC grant has or will benefit the project area. To be considered, <u>applicant must attach documentation</u> which demonstrates this connection to a HUD-DOT-EPA PSC grant.	
Applicant is a recipient of an EPA Brownfields Area-Wide Planning grant	
Community is implementing green remediation plans.	X
Climate Change	

Application for Federal Assistance SF-424

* 1. Type of Submission:

- ☐ Preapplication
☒ Application
☐ Changed/Corrected Application

* 2. Type of Application:

- ☒ New
☐ Continuation
☐ Revision

* If Revision, select appropriate letter(s):

* Other (Specify):

* 3. Date Received:

01/22/2014

4. Applicant Identifier:

5a. Federal Entity Identifier:

5b. Federal Award Identifier:

State Use Only:

6. Date Received by State:

7. State Application Identifier:

8. APPLICANT INFORMATION:

* a. Legal Name:

City of Rock Hill

* b. Employer/Taxpayer Identification Number (EIN/TIN):

57-6000244

* c. Organizational DUNS:

0523783460000

d. Address:

* Street1:

155 Johnston St

Street2:

* City:

Rock Hill

County/Parish:

* State:

SC: South Carolina

Province:

* Country:

USA: UNITED STATES

* Zip / Postal Code:

29730-4505

e. Organizational Unit:

Department Name:

Division Name:

f. Name and contact information of person to be contacted on matters involving this application:

Prefix:

* First Name:

Jennifer

Middle Name:

* Last Name:

Wilford

Suffix:

Title:

Organizational Affiliation:

* Telephone Number:

803-325-2551

Fax Number:

* Email:

Jennifer.Wilford@cityofrockhill.com

Application for Federal Assistance SF-424

* 9. Type of Applicant 1: Select Applicant Type:

C: City or Township Government

Type of Applicant 2: Select Applicant Type:

Type of Applicant 3: Select Applicant Type:

* Other (specify):

* 10. Name of Federal Agency:

Environmental Protection Agency

11. Catalog of Federal Domestic Assistance Number:

66.818

CFDA Title:

Brownfields Assessment and Cleanup Cooperative Agreements

* 12. Funding Opportunity Number:

EPA-OSWER-OBLR-13-07

* Title:

FY14 Guidelines for Brownfields Cleanup Grants

13. Competition Identification Number:

NONE

Title:

14. Areas Affected by Project (Cities, Counties, States, etc.):

Add Attachment

Delete Attachment

View Attachment

* 15. Descriptive Title of Applicant's Project:

Former Rock Hill Bleachery Project: Central Parcel

Attach supporting documents as specified in agency instructions.

Add Attachments

Delete Attachments

View Attachments

Application for Federal Assistance SF-424**16. Congressional Districts Of:*** a. Applicant * b. Program/Project

Attach an additional list of Program/Project Congressional Districts if needed.

17. Proposed Project:* a. Start Date: * b. End Date: **18. Estimated Funding (\$):**

* a. Federal	<input type="text" value="200,000.00"/>
* b. Applicant	<input type="text" value="40,000.00"/>
* c. State	<input type="text" value="0.00"/>
* d. Local	<input type="text" value="0.00"/>
* e. Other	<input type="text" value="0.00"/>
* f. Program Income	<input type="text" value="0.00"/>
* g. TOTAL	<input type="text" value="240,000.00"/>

*** 19. Is Application Subject to Review By State Under Executive Order 12372 Process?**

- ☐ a. This application was made available to the State under the Executive Order 12372 Process for review on .
- ☒ b. Program is subject to E.O. 12372 but has not been selected by the State for review.
- ☐ c. Program is not covered by E.O. 12372.

*** 20. Is the Applicant Delinquent On Any Federal Debt? (If "Yes," provide explanation in attachment.)**☐ Yes ☒ No

If "Yes", provide explanation and attach

21. *By signing this application, I certify (1) to the statements contained in the list of certifications and (2) that the statements herein are true, complete and accurate to the best of my knowledge. I also provide the required assurances** and agree to comply with any resulting terms if I accept an award. I am aware that any false, fictitious, or fraudulent statements or claims may subject me to criminal, civil, or administrative penalties. (U.S. Code, Title 218, Section 1001)**

☒ ** I AGREE

** The list of certifications and assurances, or an internet site where you may obtain this list, is contained in the announcement or agency specific instructions.

Authorized Representative:

Prefix: * First Name:

Middle Name:

* Last Name:

Suffix:

* Title: * Telephone Number: Fax Number: * Email: * Signature of Authorized Representative: * Date Signed:

BUDGET INFORMATION - Non-Construction Programs

OMB Number: 4040-0006
Expiration Date: 06/30/2014

SECTION A - BUDGET SUMMARY

Grant Program Function or Activity (a)	Catalog of Federal Domestic Assistance Number (b)	Estimated Unobligated Funds		New or Revised Budget		
		Federal (c)	Non-Federal (d)	Federal (e)	Non-Federal (f)	Total (g)
1. EPA-OSWER- OBLR-13-07: FY14 Guidelines for Brownfields Cleanup Grants	66.818	\$ 200,000.00	\$ 40,000.00	\$	\$	\$ 240,000.00
2.						
3.						
4.						
5. Totals		\$ 200,000.00	\$ 40,000.00	\$	\$	\$ 240,000.00

SECTION B - BUDGET CATEGORIES

6. Object Class Categories	GRANT PROGRAM, FUNCTION OR ACTIVITY				Total (5)
	(1)	(2)	(3)	(4)	
	EPA-OSWER- OBLR-13-07: FY14 Guidelines for Brownfields Cleanup Grants				
a. Personnel	\$	\$	\$	\$	\$
b. Fringe Benefits					
c. Travel	3,000.00				3,000.00
d. Equipment					
e. Supplies	1,500.00				1,500.00
f. Contractual	235,500.00				235,500.00
g. Construction					
h. Other					
i. Total Direct Charges (sum of 6a-6h)	240,000.00				\$ 240,000.00
j. Indirect Charges					\$
k. TOTALS (sum of 6i and 6j)	\$ 240,000.00	\$	\$	\$	\$ 240,000.00
7. Program Income	\$	\$	\$	\$	\$

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Standard Form 424A (Rev. 7- 97)
Prescribed by OMB (Circular A -102) Page 1A

SECTION C - NON-FEDERAL RESOURCES					
(a) Grant Program		(b) Applicant	(c) State	(d) Other Sources	(e)TOTALS
8.	EPA-OSWER-OBLR-13-07: FY14 Guidelines for Brownfields Cleanup Grants	\$ 40,000.00	\$ 0.00	\$ 0.00	\$ 40,000.00
9.					
10.					
11.					
12. TOTAL (sum of lines 8-11)		\$ 40,000.00	\$	\$	\$ 40,000.00

SECTION D - FORECASTED CASH NEEDS					
	Total for 1st Year	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
13. Federal	\$ 1,900.00	\$ 475.00	\$ 475.00	\$ 475.00	\$ 475.00
14. Non-Federal	\$ 18,100.00	4,525.00	4,525.00	4,525.00	4,525.00
15. TOTAL (sum of lines 13 and 14)	\$ 20,000.00	\$ 5,000.00	\$ 5,000.00	\$ 5,000.00	\$ 5,000.00

SECTION E - BUDGET ESTIMATES OF FEDERAL FUNDS NEEDED FOR BALANCE OF THE PROJECT					
(a) Grant Program		FUTURE FUNDING PERIODS (YEARS)			
		(b)First	(c) Second	(d) Third	(e) Fourth
16.	EPA-OSWER-OBLR-13-07: FY14 Guidelines for Brownfields Cleanup Grants	\$ 20,000.00	\$ 110,000.00	\$ 110,000.00	\$
17.					
18.					
19.					
20. TOTAL (sum of lines 16 - 19)		\$ 20,000.00	\$ 110,000.00	\$ 110,000.00	\$

SECTION F - OTHER BUDGET INFORMATION	
21. Direct Charges:	22. Indirect Charges:
23. Remarks:	